



## BUDDHA GLOBAL LIMITED

(CIN- U14220DL2011PLC303140)



Our Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Uttar Pradesh to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi. For further details of incorporation, change of name and registered office of our Company, please refer to chapter titled “General Information” and “Our History and Certain Other Corporate Matters” beginning on pages 48 and page 114 respectively of this Draft Prospectus.

**Registered Office:** S-402, Ground Floor, Greater Kailash-1, South Delhi, New Delhi-110048

**Tel:** +011-29245518 • **Email:** [info@buddhaglobal.com](mailto:info@buddhaglobal.com) • **Website:** [www.buddhaglobal.com](http://www.buddhaglobal.com)

**Company Secretary & Compliance Officer:** Ms. Simpal Kumari

**PROMOTER OF OUR COMPANY:** MR. DEEPT SARUP AGARWAL, MR. ANIL TEKRIWAL AND MR. TUSHAR JALAN

THE ISSUE	
<p><b>PUBLIC ISSUE OF *UPTO 13,53,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH (“EQUITY SHARES”) OF BUDDHA GLOBAL LIMITED (THE “COMPANY” OR THE “ISSUER”) FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE (THE “ISSUE PRICE”), AGGREGATING RS. [●] LACS (“THE ISSUE”), OF WHICH UPTO 69,000 EQUITY SHARES OF FACE VALUE OF RS. 10 EACH FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LACS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE “MARKET MAKER RESERVATION PORTION”). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF UPTO 12,84,000 EQUITY SHARES OF FACE VALUE OF RS.10 EACH CASH AT A PRICE OF RS. [●] PER EQUITY SHARE, AGGREGATING RS. [●] LACS IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.26% and 25.87% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.</b></p>	
THE FACE VALUE OF THE EQUITY SHARES IS RS. 10 EACH AND THE ISSUE PRICE OF RS. [●]/- I.E. [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES.	
<p>In terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to the chapter titled “Issue Procedure” beginning on page 206 of this Draft Prospectus. A copy will be delivered for registration to the Registrar of companies as required under Section 26 of the Companies Act, 2013.</p>	
<p>All potential investors may participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to the chapter titled “Issue Procedure” beginning on page 206 of this Draft Prospectus. In case of delay, if any in refund, our Company shall pay interest on the application money at the rate of 15% per annum for the period of delay. Qualified Institutional Buyers and Non-Institutional Investors shall compulsorily participate in the Issue through ASBA process. A Copy will be delivered for registration to the Registrar as required under Section 26 of the Companies Act, 2013.</p>	
<p><b>THE ISSUE IS BEING MADE IN ACCORDANCE WITH CHAPTER XB OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME.</b> For further details please refer to Section titled “Issue structure” beginning on Page 203 of this Draft Prospectus.</p>	
RISK IN RELATION TO THE FIRST ISSUE	
<p>This being the first public issue of our Company, there has been no formal market for our Equity Shares of the Company. The face value of the Equity Shares is Rs. 10 and the issue price of Rs. [●] per Equity Share is [●] times of face value. The issue price (as determined by our Company in consultation with the Lead Manager and as stated in the chapter titled on “Basis for Issue Price” beginning on page 83 of this Draft Prospectus) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares of the Company or regarding the price at which the equity shares will be traded after listing.</p>	
GENERAL RISKS	
<p>Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of this Draft Prospectus. <b>Specific attention of the investors is invited to the section titled “Risk Factors” beginning on page 15 of this Draft Prospectus.</b></p>	
ISSUER’S ABSOLUTE RESPONSIBILITY	
<p>The Company having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.</p>	
LISTING	
<p>The Equity Shares of our Company offered through this Draft Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited (“NSE”) (“NSE EMERGE”). Our Company has received an In Principle approval letter dated [●] from NSE for using its name in this offer document for listing of our shares on the NSE EMERGE. For the purpose of this Issue, the designated Stock Exchange will be the National Stock Exchange of India Limited (“NSE”).</p>	
LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 <p><b>NAVIGANT CORPORATE ADVISORS LIMITED</b>  423, A Wing, Bonanza, Sahar Plaza Complex,  J B Nagar, Andheri Kurla Road, Andheri East,  Mumbai-400 059  Tel No. +91-22-6560 5550  Email Id- <a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a>  Investor Grievance Email: <a href="mailto:info@navigantcorp.com">info@navigantcorp.com</a>  Website: <a href="http://www.navigantcorp.com">www.navigantcorp.com</a>  SEBI Registration Number: INM000012243  Contact Person: Mr. Sarthak Vijlani</p>	 <p><b>MAS SERVICES LTD.</b>  T-34, 2nd Floor,  Okhla Industrial Area,  Phase – II, New Delhi - 110020,  Tel No.: +91-11-26387281/82/83  Fax No.: +91-11-26387384  E-mail ID: <a href="mailto:info@masserv.com">info@masserv.com</a>  Website: <a href="http://www.masserv.com">www.masserv.com</a>  Contact Person: Mr. Sharwan Mangla  SEBI Registration No: INR000000049</p>
ISSUE PROGRAMME	
ISSUE OPENS ON: [●]	ISSUE CLOSSES ON: [●]

\*Note: Number of shares may need to be adjusted for lot size upon determination of issue price.

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The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended ("U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

**SECTION I: GENERAL**

**DEFINITIONS**

<b>TERMS</b>	<b>DESCRIPTION</b>
"our Company", "the Company", "BGL", "Buddha" or "the Issuer"	Buddha Global Limited, a Public Limited Company incorporated under the Companies Act, 1956

**COMPANY RELATED TERMS**

<b>TERMS</b>	<b>DESCRIPTION</b>
AOA/Articles/ Articles of Association	Articles of Association of Buddha Global Limited
Banker to the Issue	[•]
Board of Directors / Board/Director(s)	The Board of Directors of Buddha Global Limited
NSE	National Stock Exchange of India Limited (the Designated Stock Exchange)
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and / or Provisions of the Companies Act, 1956 w.r.t. to the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Depositories Act	The Depositories Act, 1996 as amended from time to time
CIN	Company Identification Number
DIN	Directors Identification Number
Depositories	NSDL and CDSL
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investor registered under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time.
Director(s)	Director(s) of Buddha Global Limited, unless otherwise specified
Equity Shares / Shares	Equity Shares of our Company of face value of Rs. 10 each unless otherwise specified in the context thereof
EPS	Earnings Per Share.
GIR Number	General Index Registry Number.
Gol/ Government	Government of India.
Statutory Auditor / Auditor	M/s V. Malani & Associates, Chartered Accountants, the Statutory Auditors of our Company
Peer Review Auditor(s)	M/s. Ramanand & Associates, Chartered Accountants.
Promoters	Promoters of the Company being Mr. Deept Agarwal, Mr. Anil Tekriwal and Mr. Tushar Jalan
Promoter Group Companies /Group Companies / Group Enterprises	Unless the context otherwise specifies, refers to those entities mentioned in the section titled "Our Promoter Group / Group Companies / Entities" on page 132 of this Draft Prospectus.
HUF	Hindu Undivided Family
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offering
Key Managerial Personnel / Key Managerial Employees	The officers vested with executive powers and the officers at the level immediately below the Board of Directors as described in the section titled "Our Management" on page 118 of this Draft Prospectus.
MOA/ Memorandum/ Memorandum of Association	Memorandum of Association of Buddha Global Limited
Non-Resident	A person resident outside India, as defined under FEMA

TERMS	DESCRIPTION
Non-Resident Indian/ NRI	A person resident outside India, who is a citizen of India or a Person of Indian Origin as defined under FEMA Regulations
Overseas Corporate Body / OCB	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000. <b>OCBs are not allowed to invest in this Issue.</b>
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Registered office of our Company	S-402, Ground Floor Greater Kailash - 1 New Delhi South Delhi DL 110048
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulation/ SEBI (ICDR) Regulations	The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
SME Platform of NSE/Stock Exchange / EMERGE	The SME platform of NSE for listing of Equity Shares offered under Chapter X-B of the SEBI (ICDR) Regulations
SWOT	Analysis of strengths, weaknesses, opportunities and threats
RoC/ Registrar of Companies	Registrar of Companies, Delhi

#### ISSUE RELATED TERMS

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	<ul style="list-style-type: none"> <li>(i) an SCSB, with whom the bank account to be blocked, is maintained</li> <li>(ii) a syndicate member (or sub-syndicate member)</li> <li>(iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")</li> <li>(iv) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> <li>(v) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)</li> </ul>
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Applicants to make an application authorising an SCSB to block the Application Amount in the specified

Term	Description
	bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extent notified)
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Issue
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of

Term	Description
	the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before



Term	Description
	such date had taken benefits under the general permission granted to OCBs under FEMA
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refunds through electronic transfer of funds	Refunds through ASBA
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies, Delhi
SEBI	The Securities and Exchange Board of India constituted under the Securities an Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Specified Locations	Refer to definition of Broker Centers
Underwriters	Lead Manager (s)
Underwriting Agreement	Underwriting Agreement entered between Company and Underwriters
Working Day	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays



## CONVENTIONAL AND GENERAL TERMS

Term	Description
A/c	Account
Act/ Companies Act	The Companies Act, 2013, as amended
AGM	Annual General Meeting
AMC	Annual Maintenance Contracts
AS	Accounting Standards Accountants of India issued by the Institute of Chartered Accountant of India
AY	Assessment Year
B2B	Business to Business
BV	Book Value
CAGR	Compounded Annual Growth Rate
CAPEX	Capital Expenditure
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CROSS	Client Relation and Order Supply System
DAV	Dayanand Anglo Vedic
DVD	Digital Versatile Disc
EGM	Extraordinary General Meeting
EPF	Employees Provident Fund
EPS	Earnings per Share
ESI	Employees State Insurance
FDI	Foreign Direct Investment
Financial Year/ Fiscal/ FY	The period of twelve (12) months ended March 31 of that particular year.
FEMA Regulations	FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000 and amendments thereto
GIR	General Index Registry Number
GOI/Government	Government of India
HR	Human Resource
HTML	Hyper Text Markup Language
IFRS	International Financial Reporting Standard
Indian GAAP	Generally Accepted Accounting Principles in India
ISO	International Organization for Standardization
I.T. Act	Income Tax Act, 1961 as amended from time to time
IVRS	Interactive Voice Response System
LLC	Limited Liability Company
Ltd.	Limited
MD	Managing Director
MIS	Management Information System
Mgmt.	Management
MOA /Memorandum/ Memorandum of Association	Memorandum of Association of our Company
NA	Not Applicable
NAV	Net Asset Value
NBFCs	Non Banking Financial Companies
NOC	No Objection Certificate

Term	Description
Non-Resident	A person resident outside India, as defined under FEMA and includes a non-resident Indian
NRE Account	Non-Resident External Account
NRI / Non-Resident Indian	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended
NRO Account	Non-Resident Ordinary Account
NSC	National Savings Certificate
NSDL	National Securities Depository Limited
Overseas Corporate Body/ OCB	“Overseas Corporate Body” (OCB) means a Company, partnership firm, society and other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trust, in which not less than 60% beneficial interest is held by NRIs directly or indirectly but irrevocably as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000. OCBs are not allowed to participate in this Issue.
PAN	Permanent Account Number
PAT	Profit After Tax
Person(s)	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/ or incorporated in the jurisdiction in which it exists and operates, as the context requires
P/E Ratio	Price Earning Ratio
Post Office RDs	Post Office Recurring Deposits
PPF	Public Provident Fund
Qty.	Quantity
Quarter	A period of three consecutive months
R&D	Research and Development
RBI	Reserve Bank of India
RDBMS	Relational Database Management System
RFID	Radio Frequency Identification
Rs. / `	Indian Rupees, the official currency of the Republic of India
RONW	Return on Net Worth
SAS	Small Savings Agent Software
SBI	State Bank of India
SCADA	Supervisory Control and Data Acquisition
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.
Sq.ft.	Square feet
SQL	Structured Query Language
STT	Securities Transaction Tax

Term	Description
UAE	United Arab Emirates
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
UID	Unique Identification Number
UPS	Uninterruptible Power Supply

### Industry Related Terms and Abbreviations

Term	Description
CAGR	Compound Annual Growth Rate
ASSOCHAM	Associated Chambers of Commerce and Industry
CPF	Charoen Pokphand Foods
CSO	Central Statistics Organization
CWC	Central Warehousing Corporation
DAC	Department of Agriculture & Cooperation
EBITDA	Earnings Before Interest, Tax, Depreciation & Amortization
EU	European Union
F&B	Food and Beverage
FY	Financial Year
Franchisee	A person with whom our Company has entered into a franchisee or service agreement for Operating and managing training centres.
GER	Gross Enrolment Ratio
FCI	Food Corporation of India
FDI	Foreign direct investment
MCA	Masters of Computer Applications
FICCI	Federation of Indian Chambers of Commerce and Industry
MOSPI	Ministry of Statistics and Programme Implementation
NBA	National Board of Accreditation
FMCG	Fast Moving Consumable Goods
HMNEH	Horticulture Mission for North East & Himalayan States
IMF	International Monetary Fund
INR	Indian Rupee
ISO	International Organization for Standardization
MIDH	Mission for Integrated Development of Horticulture
Mn	Million
MNC	Multi National Corporation
MoFPI	Ministry of Food Processing Industries
MSP	Minimum Support Prices
MT	Metric Tone
NCCD	National Centre for Cold-chain Development
NHB	National Horticulture Board
PACS	Primary Agriculture Co-operative Society
QSR	Quick Service Restaurants
RBI	Reserve Bank of India
SCH	Single cross hybrid
SWC	State Warehousing Corporations
TFCP	Task Force on Cold-chain Projects

Term	Description
USA	United States of America
WDRA	Warehousing Development and Regulatory Authority

## ABBREVIATIONS

ABBREVIATION	FULL FORM
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
A.Y.	Assessment Year
B.A	Bachelor of Arts
B.Com	Bachelor of Commerce
B.Sc.	Bachelor of Science
BG/LC	Bank Guarantee / Letter of Credit
CAGR	Compounded Annual Growth Rate
C. A.	Chartered Accountant
CAIIB	Certified Associate of the Indian Institute of Bankers
CC	Cubic Centimeter
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
C.S.	Company Secretary
DP	Depository Participant
ECS	Electronic Clearing System
EGM / EOGM	Extra Ordinary General Meeting of the shareholders
EPS	Earnings per Equity Share
ESOP	Employee Stock Option Plan
EMD	Earnest Money Deposit
FCNR Account	Foreign Currency Non Resident Account
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time and the regulations issued there under.
FII	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended from time to time) registered with SEBI under applicable laws in India.
FIs	Financial Institutions.
FIPB	Foreign Investment Promotion Board, Department of Economic Affairs, Ministry of Finance, Government of India
FY / Fiscal	Financial Year
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GIR Number	General Index Registry Number
Gol/ Government	Government of India
HUF	Hindu Undivided Family
BSC	Bachelor in Science
INR / Rs./ Rupees	Indian Rupees, the legal currency of the Republic of India
SME	Small And Medium Enterprises
SSC	Secondary School Certificate
M. Com.	Master of Commerce
NAV	Net Asset Value
No.	Number

ABBREVIATION	FULL FORM
NR	Non Resident
NSDL	National Securities Depository Limited
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934, as amended from time to time
RoC/Registrar of Companies	Registrar of Companies, Delhi
RONW	Return on Net Worth
USD/ \$/ US\$	The United States Dollar, the legal currency of the United States of America

**PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA****FINANCIAL DATA**

Unless stated otherwise, the financial data in this Draft Prospectus is derived from our restated financial statements for the three months period ended June 30, 2017 and for the fiscal ended March 31 2017, 2016, 2015, 2014 and 2013 and the respective notes, schedules and annexures thereto, prepared in accordance with the applicable provisions of the Companies Act and Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2009, as stated in the report of our Auditors and the SEBI Regulations and set out in the section titled "Financial Information" on page 137.

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year, so all references to a particular financial year are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

There are significant differences between the Indian GAAP, the International Financial Reporting Standards (the "IFRS") and the Generally Accepted Accounting Principles in the United States of America (the "U.S. GAAP"). Accordingly, the degree to which the financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, the Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations on the financial disclosures presented in this Draft Prospectus should accordingly be limited. We have not attempted to quantify the impact of the IFRS or the U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide a reconciliation of our financial statements to those under the U.S. GAAP or the IFRS and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Certain figures contained in this Draft Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two decimal points, except for figures in percentage. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Draft Prospectus as rounded-off to such number of decimal points as provided in such respective sources.

**CURRENCY OF PRESENTATION**

All references to "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India. All references to "\$", "US\$", "USD", "U.S.\$" or "U.S. Dollar(s)" are to United States Dollars, if any, the official currency of the United States of America. This Draft Prospectus contains translations of certain U.S. Dollar and other currency amounts into Indian Rupees (and certain Indian Rupee amounts into U.S. Dollars and other currency amounts). These have been presented solely to comply with the requirements of the SEBI Regulations. These translations should not be construed as a representation that such Indian Rupee or U.S. Dollar or other amounts could have been, or could be, converted into Indian Rupees, at any particular rate, or at all.

In this Draft Prospectus, throughout all figures have been expressed in Lacs, except as otherwise stated. The word "Lacs", "Lac", "Lakhs" or "Lakh" means "One Hundred Thousand".

Any percentage amounts, as set forth in "Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operation" and elsewhere in this Draft Prospectus, unless otherwise



indicated, have been calculated based on our restated financial statement prepared in accordance with Indian GAAP.

#### **INDUSTRY & MARKET DATA**

Unless otherwise stated, Industry & Market data used throughout this Draft Prospectus has been obtained from Internal Company Reports and Industry Publications and the Information contained in those publications has been obtained from sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe that industry data used in this Draft Prospectus is reliable, it has not been independently verified. Similarly, internal Company reports, while believed by us to be reliable, have not been verified by any independent sources.

The extent to which the market and industry data used in this Draft Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

For additional definitions, please refer the section titled "Definitions and Abbreviations" on page 2 of this Draft Prospectus.

## **FORWARD LOOKING STATEMENTS**

Our Company has included statements in this Draft Prospectus, that contain words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "project", "shall", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will continue", "will pursue" and similar expressions or variations of such expressions that are "forward-looking statements". However, these words are not the exclusive means of identifying forward-looking statements. All statements regarding our Company objectives, plans or goals, expected financial condition and results of operations, business plans and prospects are also forward-looking statements.

These forward-looking statements include statements as to business strategy, revenue and profitability, planned projects and other matters discussed in this Draft Prospectus regarding matters that are not historical fact. These forward-looking statements contained in this Draft Prospectus (whether made by us or any third party) involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

All forward-looking statements are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from expectations include, among others general economic conditions, political conditions, conditions in the finance & investment sector, inclement weather, interest rates, inflation etc. and business conditions in India and other countries.

- General economic and business conditions in India and other countries;
- Ability to retain the customers is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality including our satisfactory performance for the customers;
- We operate in a significantly fragmented and competitive market in each of our business segments;
- Regulatory changes relating to the finance and capital market sectors in India and our ability to respond to them;
- Our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks that have an impact on our business activities or investments;
- The monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Changes in the value of the Rupee and other currencies;
- The occurrence of natural disasters or calamities; and
- Change in political and social condition in India.

For further discussion of factors that could cause Company's actual results to differ, see the section titled "Risk Factors" on page 15 of this Draft Prospectus. By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Lead Manager, and their respective affiliates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until listing and trading permission by the Stock Exchange.

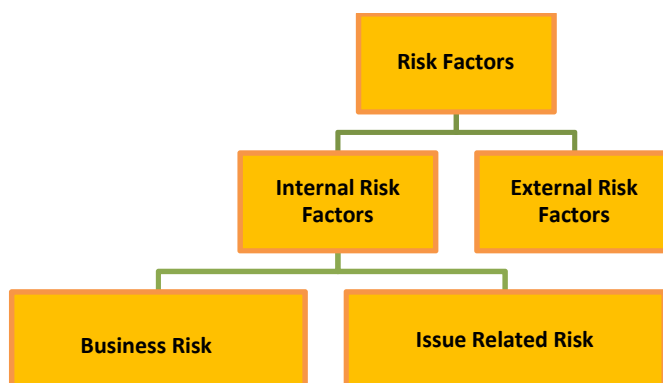
## SECTION II

### RISK FACTORS

*An Investment in equity involves higher degree of risks. Prospective investors should carefully consider the risks described below, in addition to the other information contained in this Draft Prospectus before making any investment decision relating to the Equity Shares. The occurrence of any of the following events could have a material adverse effect on the business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to decline and you may lose all or part of your investment.*

*Prior to making an investment decision, prospective investors should carefully consider all of the information contained in this Draft Prospectus, including the sections titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the "Financial Information" included in this Draft Prospectus beginning on pages no. 96, 158 & 137 respectively. The occurrence of any of the following events could have a material adverse effect on our business, results of operation, financial condition and prospects and cause the market price of the Equity Shares to fall significantly.*

*Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other implications of any of the risks mentioned herein.*



#### INTERNAL RISK FACTORS

##### A. Business Risk/Company Specific Risk

1. Our Company is involved in various litigation, the outcome of which could adversely affect our business and financial operations.

Summary of litigations are given below:

Sr. No.	Particulars	No. of Cases/Disputes	Approximate Aggregate Claim Amount (Rs. In Lakhs)
<b>LITIGATION BY OR AGAINST OUR COMPANY</b>			
<b>Litigation filed by Our Company</b>			
	Civil Cases filed by our Company	-	-

**BUDDHA GLOBAL LIMITED**

Sr. No.	Particulars	No. of Cases/Disputes	Approximate Aggregate Claim Amount (Rs. In Lakhs)
	Criminal cases filed by our Company	-	-
<b>LITIGATION FILED AGAINST OUR COMPANY</b>			
	Civil Cases filed against our Company	-	-
	Criminal cases filed against our Company	-	-
<b>LITIGATIONS INVOLVING OUR PROMOTER GROUP COMPANIES</b>			
	Civil cases filed by our Promoter Group Companies	2	270.55

If cases filed by our Company are not decided in favor of our Company, these entities would be deprived of claims receivable from counter party.

For details of the above litigation, please refer to the section titled "Outstanding Litigation" appearing on page 177 of this Draft Prospectus.


**2. The Registered Office, Branch Office and Godown of our Company are not owned by us.**

We operate from our registered office situated at S-402, Greater Kailash Part-I, New Delhi-110048. M/s. A.D. Exports Private Limited, a Promoter Group Company had provided the premise for registered office on lease vide rent agreement dated 6<sup>th</sup> November, 2015 for a period of 36 months that was altered vide letter dated 1<sup>st</sup> May, 2016 for a period of eleven (11) months on rent free basis and that was extended for a further period of eleven (11) months vide letter dated 1<sup>st</sup> October, 2016 and that was further extended for a further period of eleven (11) months vide letter dated 1<sup>st</sup> September, 2017 to use the place situated at S-402, Greater Kailash Part-I, New Delhi-110048 as registered office. Any discontinuance of facility to use the office will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

Our Branch office is situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India. M/s. Buddha India Hotels Private Limited, a Promoter Group Company has provided to use the property situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India as Branch office on lease vide rent agreement dated 1<sup>st</sup> July, 2014 for a period of eleven (11) months and that was extended for a further period from 1<sup>st</sup> April, 2015 to 29<sup>th</sup> February, 2016 vide letter dated 28<sup>th</sup> February, 2015 and that was further extended for a period from 1<sup>st</sup> March, 2016 to 31<sup>st</sup> March, 2017 vide letter dated 1<sup>st</sup> February, 2016 and that was further extended for a period of eleven (11) months vide No Objection Certificate dated 30<sup>th</sup> March, 2017. Any discontinuance of facility to use the factory will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

Our Godown is situated at 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036 and the same has been taken on lease for a period of eleven months w.e.f. 1<sup>st</sup> April, 2017. Any discontinuance of facility to use the Godown will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company

For further details please refer to section titled Our Business on page 96 of this Draft Prospectus.

3. Our Logo  is in the process of getting registered. If we fail to obtain trademark registration our brand building efforts may be hampered which might lead to adverse effect on our business.

We have made an application for registration of our Logo/trademark under the Trademarks Act, 1999 and are in the process of getting the same registered. If our Company is unable to obtain registration of trademark, it may not be able to successfully enforce or protect our intellectual property rights and obtain statutory protections available under the Trademarks Act, 1999, as otherwise available for registered trademarks in future could have a material adverse effect on our business, which in turn could adversely affect our results of operations. For further details please refer to section titled Government & Other Approvals on page 184 of this Draft Prospectus.

4. We have experienced negative cash flows and any negative cash flows in the future could adversely affect our financial conditions and results of operations.

The detailed break up of cash flows as restated is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(In Lacs.)						
Particulars	30.06.2017	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Net Cash flow from Operative activities	(292.99)	(525.55)	(317.88)	(476.82)	0.49	0.04
Net Cash Flow from investing activities	(1.00)	-	(0.01)	(24.21)	-	-
Net Cash Flow from Financing activities	295.41	378.58	763.28	510.18	(0.51)	(0.23)
<b>Net Cash Flow for the Year</b>	<b>1.42</b>	<b>(146.97)</b>	<b>445.39</b>	<b>9.15</b>	<b>(0.02)</b>	<b>(0.19)</b>

5. We have in the past entered into related party transactions and may continue to do so in the future.

We have entered into transactions with our promoters, Promoter group companies. While we believe that all such transactions have been conducted on an arm's length basis, there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For further details please refer to Financial Information Of Our Company on page 137 of Draft Prospectus.

6. Our historical revenues have been significantly dependent on few customers. If our customers choose not to source their requirements from us, our business, financial condition and results of operations may be adversely affected.

Our top 10 customers have contributed over 87.52% of our revenues for the period ended June 30, 2017. Any decline in our quality standards, growing competition and any change in the demand by these customers may adversely affect our ability to retain them. We cannot assure that we shall generate the same quantum of business, or any business at all, from these customers, and loss of business from one or more of them may adversely affect our revenues and profitability. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by offering solutions to address specific needs in a proactive, cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

7. Our Promoter Company and Promoter Group Companies have incurred losses in the previous financial years.

Some of Our Promoter Group Companies as tabled below have incurred losses in the last three financial years. The details of profit/loss are as under:

**M/S PARAM PURE EDIBLE OILS PRIVATE LIMITED:**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Profit/(Loss) After Tax	(0.08)	(0.05)	0.07

**M/S D.J.A. IMPEX PRIVATE LIMITED**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Profit/(Loss) After Tax	0.13	(0.16)	0.83

**M/S NARNARAYAN TRADING PRIVATE LIMITED**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Profit/(Loss) After Tax	82.37	(0.05)	(0.06)

**M/S ADT INFRATECH LLP**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017
Profit/(Loss) After Tax	(0.003)

**M/S AD EXPORTS PRIVATE LIMITED**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Profit/(Loss) After Tax	(0.17)	(0.09)	(0.08)

**M/S BUDDHA FOUNDATION**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017	31 <sup>st</sup> March, 2016	31 <sup>st</sup> March, 2015
Profit/(Loss) After Tax	(0.16)	(0.15)	(0.26)

**M/S MODERNCITY REALTY PRIVATE LIMITED**

Amount In Lacs.

Particulars	31 <sup>st</sup> March, 2017
Profit/(Loss) After Tax	(1.27)

8. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the Companies Act and other applicable laws in the past Years.

Our Company may incur penalties or liabilities for non compliance with certain provisions including lapsed/ made delay in certain filings and/or errorness filing/ Non Filing of eforms under Company Act



applicable to it in the past years. Such non compliances/delay Compliances /errorness filing/ Non Filing may incur the penalties or liabilities which may affect the results of operations and financial conditions.

**9. We are into trading of foodgrain which contributes 100.00 % of our revenue.**

We are into trading of foodgrain and complete portion of our revenue is generated from trading of foodgrain i.e. rice, pulses, wheat etc. High dependency on them may affect our capability to grow. Moreover, any hindrance in our trading activities may affect our revenue and financial conditions.

**10. We are dependent upon the growth prospects of the industries, where end product made by using our product is used**

Our Company falls in to trading of foodgrain that have substantial demand from varied industries and their sub-sectors. We thus cater to the requirements of these industries and any slowdown in the growth rate or downward trend in any of these industries directly or indirectly impact our own growth prospects and may result in decline in profits and turnover of sales.

**11. Our inability to maintain an optimal level of inventory for our business may impact our operations adversely.**

Our daily operations largely depend on consistent inventory control which is generally dependent on our projected sales in different months of the year. It also largely depends on the fashion forecast and trends for the forthcoming season. An optimal level of inventory is important to our business as it allows us to respond to customer demand effectively and to maintain a range of finished textiles and chemicals stock. If we over-stock inventory, our required working capital will increase and if we under-stock inventory, our ability to meet consumer demand and our operating results may be adversely affected. Any mismatch between our planning and the actual off take by customers can impact us adversely.

**12. Our trading activities are exposed to fluctuations in the prices of traded goods.**

Our Company is dependent on third party suppliers for procuring the traded goods. We are exposed to fluctuations in the prices of these traded goods as well as its unavailability, particularly as we typically do not enter into any long term supply agreements with our suppliers and our major requirement is met in the spot market. We may be unable to control the factors affecting the price at which we procure the materials. We also face the risks associated with compensating for or passing on such increase in our cost of trades on account of such fluctuations in prices to our customers. Upward fluctuations in the prices of traded goods may thereby affect our margins and profitability, resulting in a material adverse effect on our business, financial condition and results of operations. Though we enjoy favourable terms from the suppliers both in prices as well as in supplies, our inability to obtain high quality materials in a timely and cost-effective manner would cause delays in our production/trade cycles and delivery schedules, which may result in the loss of our customers and revenues.

**13. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.**

Modernization and technology up gradation is essential to reduce costs and increase the efficiency. Our technology may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we are utilizing latest technology by using latest machineries and equipments, we shall continue to strive to keep our technology updated. In case of a new found technology in the Foodgrain sector, we may be required to

implement new technology employed by us. Further, the cost in upgrading our technology is significant which could substantially affect our finances and operations.

**14. Any failure to fulfill the requirements of our international customers may adversely affect our revenues, result of operations and cash flows.**

Our revenue is also derived from exports. Our operations may be impacted by various risks inherent in international sales, including, failure of our global delivery service model, restrictions imposed on sale and purchase of our products by the Government of India or the respective governments where our customers are located and economic, political or regulatory uncertainty, currency exchange rate fluctuations and varied regulatory framework and requirements. To the extent that we are unable to effectively manage our global operations and risks, we may be unable to maintain our revenue and profitability, or we may be subject to additional unanticipated costs or legal or regulatory action. As a consequence, our business, financial condition, results of operations and cash flows may be adversely affected.

**15. The laws of various countries govern our customer contracts and disputes arising from such contracts may be subject to the exclusive jurisdiction of courts situated in such countries.**

Several of our purchase orders executed with our customers are governed by the laws of the country in which either the customer is incorporated or where the business of the customer is situated and any disputes related to such contracts may be subject to the exclusive jurisdiction of courts situated in such countries. Lawsuits with respect to such disputes may be instituted in courts situated outside India, and it may become unfeasible for our Company to manage such litigation or obtain enforcement of awards made in such suits. Further, we may also incur significant litigation costs as a result of pursuing dispute resolution mechanisms outside India.

**16. Our business requires us to obtain and renew certain registrations; licenses and permits from government and regulatory authorities and the failure to obtain and renew them in a timely manner may adversely affect our business operations.**

Our business operations require us to obtain and renew from time to time, certain approvals, licenses, registration and permits, some of which may expire and for which we may have to make an application for obtaining the approval or its renewal. Our Company is required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Further, these permits, licenses and approvals are subject to several conditions, and our Company cannot assure that it shall be able to continuously meet such conditions and this may lead to cancellation, revocation or suspension of relevant permits/ licenses/ approvals, which may affect our business adversely.

For more information about the licenses required in our business and the licenses and approvals applied for renewal and approvals yet to apply, please refer section "Government and other statutory approvals" appearing on page 184 of this Draft Prospectus.

**17. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.**

Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and cause serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees and agents may also commit errors that could subject us to

claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

**18. We face risks and uncertainties associated with the implementation of expansion and new projects which may impact our business, operations and revenue.**

Our business plan includes expansion of our geographical reach and enter the large domestic market for growth opportunities and thereby increase the revenue. We may face risks and uncertainties in relation to expansion and achieving our business plans efficiently, which may include various factors i.e. we may face difficulties in recruiting, training and retaining sufficient skilled faculty members, technical and management personnel and inability to or difficulty in satisfying clients expectations. This may adversely affect our business, results of operation and revenues.

**19. Our ability to retain the clients is heavily dependent upon various factors including our reputation and our ability to maintain a high level of service quality including our satisfactory performance for the customers. Any failure by us to retain or attract customers may impact its business and revenues.**

We believe our strong brand reputation has helped us to attract and retain our customers. As a result, our reputation and perception of our brands are critical to our business. Although, we believe that we as well as our customers have a dedicated and talented team that comprise of experienced personnel in the field of foodgrain. Our business heavily relies on our reputation as well as the quality and popularity of the product provided by us and our visibility and perception amongst customers. It is important that we retain the trust placed by our customers. We must also continue to attract more and increase the number of our customers at a consistent rate.

We attempt to retain our position by maintaining quality and by our ability to improve and add value to the performance of our customers in their respective areas. This requires constant upgradation of the methodology and technologies are adequately equipped. Further, we rely on a variety of advertising efforts tailored to target the customers. Failure to maintain and enhance our reputation or any actual or perceived reasons leading to reduction of benefits from our customers or any negative publicity against us may affect the rate of customers. Any failure by us to retain or attract customers may adversely impact our business and revenues.

**20. Our Company does not have any long-term contracts with our clients and suppliers, which may adversely affect our results of operations.**

We are, to a major extent, dependent on external suppliers for our goods requirements and we do not have any long-term supply agreements or commitments in relation to the same. There can be no assurance that there will not be a significant disruption in the supply of goods from current sources or, in the event of a disruption, that we would be able to locate alternative suppliers of goods of comparable quality on terms acceptable to us, or at all. Identifying a suitable supplier involves a process that requires us to become satisfied with their quality control, responsiveness and service, financial stability and labour and other ethical practices. Consequently, we are also exposed to price fluctuations in goods, and these fluctuations may adversely affect our ability to obtain orders and/or to execute them in a timely manner, which would have a material adverse effect on our business, results of operations and financial condition.

In case of non-availability of goods on favourable terms, we may have to procure the same at the terms and conditions prevalent at that point. This may result in reducing our revenues by a considerable amount due to shortage of goods or due to inability to procure the same. Further, unfavourable terms of goods may also force us to reduce the scale of our operations resulting in a down-sizing of our overall business. We may have to put on hold any expansion plans and our future growth will be severely

stunted. Any delay, interruption or increased cost in the supply arising from a lack of long-term contracts could have an adverse effect on our ability to meet customer demand for our products and result in lower revenue from operations both in the short and long term.

Also, Our Company has had long standing business relationships with certain customers and has been supplying our products to such customers for long time. However, we have not entered into any long term contracts with these customers and we cater to them on an order-by-order basis. As a result, our customers can terminate their relationships with us without any notice and, without consequence, which could materially and adversely impact our business.

**21. Delays or defaults in client payments could result in a reduction of our profits.**

We may be subject to working capital shortages due to delays or defaults in payments by clients. If clients defaults in their payments in due time to which we have devoted significant resources it could have a material adverse effect on our business, financial condition and results of operations and could cause the price of our Equity Shares to decline.

**22. If we are unable to source business opportunities effectively, we may not achieve our financial objectives.**

Our ability to achieve our financial objectives will depend on our ability to identify, evaluate and accomplish business opportunities. To grow our business, we will need to hire, train, supervise and manage new employees and to implement systems capable of effectively accommodating our growth. However, we cannot assure you that any such employees will contribute to the success of our business or that we will implement such systems effectively. Our failure to source business opportunities effectively could have a material adverse effect on our business, financial condition and results of operations. It is also possible that the strategies used by us in the future may be different from those presently in use. No assurance can be given that our analyses of market and other data or the strategies we use or plans in future to use will be successful under various market conditions.

**23. We could become liable to customers, suffer adverse publicity and incur substantial costs as a result of defects in our products, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.**

Any failure or defect in our products could result in a claim against us for damages, regardless of our responsibility for such a failure or defect. We currently carry no products liability insurance with respect to our products. Although we attempt to maintain quality standards, we cannot assure that all our products would be of uniform quality, which in turn could adversely affect the value of our brand, and our sales could be diminished if we are associated with negative publicity.

Also, our business is dependent on the trust our customers have in the quality of our products. Any negative publicity regarding our company, brand, or products, including those arising from a drop in quality of merchandise from our vendors, mishaps resulting from the use of our products, or any other unforeseen events could affect our reputation and our results from operations.

**24. Changes in customer preferences could affect our business, financial condition, results of operations and prospects.**

Any change in the customer preference can render our old stock obsolete, as changes in customer preference are generally beyond our control. Some or all of our products may become less attractive in light of changing customer preferences or better products by competitors and we may be unable to adapt to such changes in a timely manner. However, we constantly focus on research and development and to develop new products to cater the customer needs, any change

in customer preferences that decreases demand could affect our business, financial condition, results of operations and prospects.

**25. Our Company's failure to maintain the quality standards of the products could adversely impact our business, results of operations and financial condition.**

The demand for our products depends on quality that we market. Any failure of ours to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our products will always be able to satisfy our customer's quality standards. Any negative publicity regarding our Company, or products, including those arising from any deterioration in quality of our products or any other unforeseen events could adversely affect our reputation, our operations and our results from operations.

**26. Our Company is dependent on third party transportation providers for the delivery of our goods and any disruption in their operations or a decrease in the quality of their services could affect our Company's reputation and results of operations.**

Our Company uses third party transportation providers for delivery of our goods. Though our business has not experienced any disruptions due to transportation strikes in the past, any future transportation strikes may have an adverse effect on our business. In addition goods may be lost or damaged in transit for various reasons including occurrence of accidents or natural disasters. There may also be delay in delivery of products, which may also affect our business and results of operation negatively. An increase in the freight costs or unavailability of freight for transportation of our raw materials or finished goods may have an adverse effect on our business and results of operations.

Further, disruptions of transportation services due to weather related problems, strikes, lock-outs, inadequacies in the road infrastructure, or other events could impair ability to procure raw materials on time. Any such disruptions could materially and adversely affect our business, financial condition and results of operations.

**27. Our lenders have charge over our immovable properties in respect of finance availed by us.**

We have provided security in respect of loans / facilities availed by us from banks and financial institutions by creating a charge over our immovable properties. The total amounts outstanding and payable by us as secured loans were Rs. 782.16 lacs as on June 30, 2017. In the event we default in repayment of the loans / facilities availed by us and any interest thereof, our properties may be subject to forfeiture by lenders, which in turn could have significant adverse effect on business, financial condition or results of operations. For further details of secured loans of our Company, please refer the chapter titled *Financial Indebtedness* on page 157 of this Draft Prospectus.

**28. Unsecured loans in form of inter corporate deposits taken by our Company from various Companies/Directors can be recalled by the lenders at any time.**

As on June 30, 2017, our Company has unsecured loans amounting to Rs. 53.39 lacs from corporate/Directors that are repayable on demand to the relevant lender. Further, some of these loans are not repayable in accordance with any agreed repayment schedule and may be recalled by the relevant lender at any time. Any such unexpected demand or accelerated repayment may have a material adverse effect on the business, cash flows and financial condition of the borrower against which repayment is sought. Any demand from lenders for repayment of such unsecured loans, may adversely affect our cash flows. For further details of unsecured loans of our Company, please refer the chapter titled *Financial Indebtedness* on page 157 of this Draft Prospectus.

**29. Termination of agreements/arrangements with Customers, could negatively impact our revenues and profitability.**

Our customers typically retain us on a non-exclusive basis. Many of our client contracts can be terminated with or without cause by providing notice and without termination-related penalties. Additionally, most of clients carry no commitment to a specific volume of business or future work. Our business is dependent on the decisions and actions of our customers, and there are a number of factors relating to our clients that are outside our control that might result in the termination of an assignment or the loss of a client, including a demand for price reductions. Therefore our business may be adversely affected if any of our contracts are terminated by our customers.

**30. While we are currently not subject to extensive Governmental regulation, any regulatory or legal framework introduced in the future may increase our compliance requirements and costs, which may adversely affect our business, results of operations and prospects. However to run our business, we require certain regulatory permits and approval to operate.**

At present, the segments in which we operate are not subject to extensive Government regulation. While we are not in a position to predict the likelihood, timing or content of any such regulation or legislation, if any such regulation or legislation is notified, we may be affected in various ways. However, we have obtained all permits and licenses, which are adequate to run our business. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all. Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

**31. Our success depends largely on our senior management and our ability to attract and retain our key personnel.**

Our success depends on the continued services and performance of the members of our management team and other key employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. The loss of the services of our Promoters could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition. We do not maintain key man's life insurance for our Promoters, senior members of our management team or other key personnel.

**32. The industry segments in which we operate being fragmented, we face competition from other players, which may affect our business operations and financial conditions.**

The industry in which we operate is highly competitive. Factors affecting our competitive success include, amongst other things, price, demand for our products, and availability of raw materials, brand recognition and reliability. Our competitors vary in size, and may have greater financial, production, marketing, personnel and other resources than us and certain of our competitors have a longer history of established businesses and reputations in the Indian market as compared with us. Competitive conditions in some of our segments have caused us to incur lower net selling prices and reduced gross margins and net earnings. These conditions may continue indefinitely. Changes in the identity, ownership structure, and strategic goals of our competitors and the emergence of new competitors in our target markets may impact our financial performance. New competitors may include foreign-based companies and domestic producers who could enter our markets.



Our failure to compete effectively, including any delay in responding to changes in the industry and market, together with increased spending on advertising, may affect the competitiveness of our products, which may result in a decline in our revenues and profitability.

**33. Insurance coverage obtained by us may not adequately protect us against unforeseen losses.**

We have maintained insurance coverage of our assets and accident policies as specified in section titled Insurance Policies on page 104 of the Draft Prospectus. We believe that the insurance coverage maintained, would reasonably cover all normal risks associated with the operation of our business, however, there can be no assurance that any claim under the insurance policies maintained by us will be met fully, in part or on time. In the event we suffer loss or damage that is not covered by insurance or exceeds our insurance coverage, our results of operations and cash flow may be adversely affected.

**34. Our promoter and promoter group will continue to retain significant control over our Company after the IPO.**

After completion of the Issue, our Promoters and Promoter Group will collectively own [●] % of the Equity Shares. As a result, our Promoters together with the members of the Promoter Group will be able to exercise a significant degree of influence over us and will be able to control the outcome of any proposal that can be approved by a majority shareholder vote, including, the election of members to our Board, in accordance with the Companies Act and our Articles of Association. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control of our Company.

In addition, our Promoters will continue to have the ability to cause us to take actions that are not in, or may conflict with, our interests or the interests of some or all of our creditors or minority shareholders, and we cannot assure you that such actions will not have an adverse effect on our future financial performance or the price of our Equity Shares.

**35. The Promoter Group of our Company does not include Mr. Pira Mal Agarwal, Mrs. Sumitra Devi, Mr. Rakesh Agarwal, Mr. Ratan Lal Bagaria, Mr. Kapil Bagaria, Mr. I.P. Baruah, Mrs. Pranita Baruah, Mrs. Prarthna Baruah and/ or their entity(ies) in which they may have an interest.**

The Promoter Group of our Company does not include certain relatives of our promoters, namely, Mr. Pira Mal Agarwal, Mrs. Sumitra Devi, Mr. Rakesh Agarwal, Mr. Ratan Lal Bagaria, Mr. Kapil Bagaria, Mr. I.P. Baruah, Mrs. Pranita Baruah, Mrs. Prarthna Baruah and/ or their entity(ies) in which they may have an interest. Our Promoters have provided a confirmation that they do not have any financial interest in the Company and do not own shareholding in Buddha Global Limited and are also not involved in the business of Buddha Global Limited, directly or indirectly and apart from the said confirmation, there are no formal disassociation arrangements between them.

**36. There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.**

As per SEBI (ICDR) Regulations, 2009 appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lacs. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the NSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**37. We may not be successful in implementing our business and growth strategies.**

The success of our business depends substantially on our ability to implement our business and growth strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted customers. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Failure to implement our business and growth strategies would have a material adverse effect on our business and results of operations.

**38. Delay in raising funds from the IPO could adversely impact the implementation schedule.**

The proposed expansion, as detailed in the section titled “*Objects of the Issue*” is to be entirely funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute the expansion process within the given time frame, or within the costs as originally estimated by us. Any time overrun or cost overrun may adversely affect our growth plans and profitability.

**39. The Objects of the Issue for which funds are being raised, are based on our management estimates and any bank or financial institution or any independent agency has not appraised the same. The deployment of funds in the project is entirely at our discretion, based on the parameters as mentioned in the chapter titles “Objects of the Issue”.**

The fund requirement and deployment, as mentioned in the “Objects of the Issue” on page 78 of this Draft Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter “Objects of the Issue” is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter “Objects of the Issue” will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

**40. We have not independently verified certain data in this Draft Prospectus.**

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure you that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

**B. Risk related to this Issue and Investment in our Equity Shares**

**41. Any future issue of Equity Shares may dilute your shareholding and sales of our Equity Shares by our Promoter or other major shareholders may adversely affect the trading price of the Equity Shares.**

Any future equity issues by us, including in a primary offering, may lead to the dilution of investors' shareholdings in us. Any future equity issuances by us or sales of its Equity Shares by the Promoter may

adversely affect the trading price of the Equity Shares. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of our Equity Shares.

**42. Our ability to pay any dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.**

The amount of our future dividend payments, if any, will depend upon our Company's future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends.

**43. You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares.**

Under current Indian tax laws, capital gains arising from the sale of equity shares within 12 months in an Indian company are generally taxable in India. Any gain realized on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("STT"), is paid on the transaction. STT is levied on and collected by a domestic stock exchange on which equity shares are sold. Any gain realized on the sale of equity shares held for more than 12 months to an Indian resident, which are sold other than on a recognized stock exchange and on which no STT has been paid, is subject to long term capital gains tax in India. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of equity shares are exempt from taxation in India where an exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable to pay tax in India as well as in their own jurisdiction on a gain on the sale of equity shares.

## EXTERNAL RISK FACTORS

**44. Political, Economic and Social changes in India could adversely affect our business.**

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

**45. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have effected significant changes to the existing Indian company law/ listing framework, which may subject us to higher compliance requirements and increase our compliance costs.**

A majority of the provisions and rules under the Companies Act, 2013 have come into effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in Issuing documents, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in futures trading. Further, the Companies Act, 2013 imposes greater monetary and other liability on us and our directors for any non-compliance.

To ensure compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to the limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to be notified. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

**46. Our business is dependent on economic growth in India.**

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India. India economic growth is affected by various factors including domestic consumption and savings, balance of trade movements primarily resulting from export demand and movements in key imports, such as oil and oil products, and annual rainfall, which affect agricultural production. For example, in the monsoon of 2009, Several parts of the country experienced below average rainfall, leading to reduced farm output which impaired economic growth. In the past, economic slowdowns have harmed industries and industrial development in the country. Any future slowdown in the Indian economy could harm our business, financial condition and results of operations.

**47. The extent and reliability of Indian infrastructure could adversely affect our results of operations and financial condition.**

India's physical infrastructure is less developed than that of many developed countries. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity. Any deterioration of India's physical infrastructure would harm the national economy.

**48. Global economic downturn and adverse market conditions could cause our business to suffer. A slowdown in economic growth in India could cause our business to suffer.**

The developed economies of the world viz. U.S., Europe, Japan and others are in midst of a downturn affecting their economic condition and markets general business and consumer sentiment has been adversely affected due to the global slowdown and there can be no assurance whether the developed economies or the emerging market economies will see good economic growth in the near future. Consequently, this has also affected the global stock and commodity markets. Our performance and growth is directly related to the performance of the Indian economy. The performance of the Indian economy is dependent among other things on the interest rate, political and regulatory actions, liberalization policies, commodity and energy prices etc. A change in any of the factors would affect the growth prospects of the Indian economy, which may in turn adversely impact our results of operations, and consequently the price of our Equity Shares.

**49. Any downgrading of India's debt rating by an independent agency may harm our ability to raise debt financing.**

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect our ability to raise additional financing and the interest rates and other

commercial terms at which such additional financing is available. This could have a material adverse effect on our capital expenditure plans, business and financial performance.

**50. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.**

Some parts of India have experienced communal disturbances, terrorist attacks and riots during recent years. If such events recur, our operational and marketing activities may be adversely affected, resulting in a decline in our income. The Asian region has, from time to time, experienced instances of civil unrest and hostilities among neighbouring countries. Since May 1999, military confrontations between countries have occurred in Kashmir. The hostilities between India and its neighbouring countries are particularly threatening because India and certain of its neighbours possess nuclear weapons. Hostilities and tensions may occur in the future and on a wider scale. Also, since 2003, there have been military hostilities and continuing civil unrest and instability in Afghanistan. There has also recently been hostility in the Korean Peninsula. In July 2006 and November 2008, terrorist attacks in Mumbai resulted in numerous casualties. Events of this nature in the future, as well as social and civil unrest within other countries in Asia, could influence the Indian economy and could have a material adverse effect on the market for securities of Indian companies, including our Equity Shares.

**51. The occurrence of natural disasters may adversely affect our business, financial condition and results of operations.**

The occurrence of natural disasters, including hurricanes, floods, earthquakes, tornadoes, fires and pandemic disease may adversely affect our financial condition or results of operations. The potential impact of a natural disaster on our results of operations and financial position is speculative, and would depend on numerous factors. The extent and severity of these natural disasters determines their effect on the Indian economy. Although the long term effect of diseases such as the H5N1 –avian flul virus, or H1N1, the swine flu virus, cannot currently be predicted, previous occurrences of avian flu and swine flu had an adverse effect on the economies of those countries in which they were most prevalent. An outbreak of a communicable disease in India would adversely affect our business and financial conditions and results of operations. We cannot assure you that such events will not occur in the future or that our business, financial condition and results of operations will not be adversely affected.

**52. Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.**

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

The GoI has proposed a comprehensive national goods and services tax ("GST") regime that will combine taxes and levies by the Central and State Governments into a unified rate structure which is proposed to be effective from April 1, 2016. While the GoI and other state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any such future increases or amendments may affect

the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable.

Further, the General Anti Avoidance Rules ("GAAR") are proposed to be made effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us.

We have not determined the impact of these proposed legislations on our business. Uncertainty in the applicability, Interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, the GoI may introduce a waiver or incentive scheme in relation to specific population segments such as MSEs in public interest, pursuant to which we may be required to Issue our products and services at discounted rates. This may affect our business and results of operations.

#### **PROMINENT NOTES:**

##### **1) SIZE OF THE ISSUE:**

Public issue of upto 13,53,000 Equity Shares of face value of Rs.10.00 each of our Company for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) ("Issue Price") aggregating to Rs. [●] lacs ("the Issue") of which upto 69,000 Equity Shares aggregating to Rs. [●] lacs will be reserved for subscription by Market Maker ("Market Maker Reservation Portion"). The Issue less the Market Maker Reservation Portion i.e. issue of upto 12,84,000 Equity Shares of face value of Rs.10.00 each at an Issue Price of Rs. [●] per equity share aggregating to Rs. [●] lacs is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 27.26% and 25.87%, respectively of the post issue paid-up equity share capital of our Company.

##### **2) The average cost of acquisition of Equity Shares by the Promoters:**

<b>Name of the Promoter</b>	<b>No. of Shares held</b>	<b>Average cost of Acquisition (in Rs.)</b>
Mr. Deept Sarup Agarwal	18,40,931	26.01
Mr. Tushar Jalan	4,96,939	10.56
Mr. Anil Tekriwal	6,31,208	46.01

*\*The average cost of acquisition of our Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire, by way of fresh issuance or transfer, the Equity Shares, including the issue of bonus shares, if any, to them. The average cost of acquisition of our Equity Shares by our Promoters has been reduced due to the issuance of bonus shares to them, if any. For more information, please refer to the section titled "Capital Structure" on page 55.*

- 3) Our Net worth as on 30<sup>th</sup> June, 2017 is Rs. 1518.60 Lacs as per Restated Financial Statements.
- 4) The Book - Value per share as on 30<sup>th</sup> June, 2017 is Rs. 42.07 as per Restated Financial Statements.
- 5) For information on changes in our Company's name, Registered Office and changes in the objects clause of the MOA of our Company, please refer "History and Corporate Structure" on page 114 of this Draft Prospectus.



- 6) Investors may please note that in the event of over subscription, allotment shall be made on proportionate basis in consultation with the NSE, the Designated Stock Exchange. For more information, please refer to "*Basis of Allotment*" on Page 218 of the Draft Prospectus. The Registrar to the Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner as set out therein.
- 7) Investors are advised to refer to the paragraph on "*Basis for Issue Price*" on page 83 of this Draft Prospectus before making an investment in this Issue.
- 8) No part of the Issue proceeds will be paid as consideration to Promoters, Promoter Group, Directors, key management employee, associate companies, or Group Companies.
- 9) Investors may contact the Lead Manager or the Compliance Officer for any complaint/clarifications/information pertaining to the Issue. For contact details of the Lead Manager and the Compliance Officer, refer the front cover page.
- 10) Other than as stated in the section titled "*Capital Structure*" beginning on page 55 of this Draft Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
- 11) Except as mentioned in the sections titled "*Capital Structure*" beginning on page 55 of this Draft Prospectus, we have not issued any Equity Shares in the last twelve months.
- 12) Except as disclosed in the sections titled "*Our Promoters*" or "*Our Management*" beginning on pages 129 and 118 respectively of this Draft Prospectus, none of our Promoters, our Directors and our Key Managerial Employees have any interest in our Company except to the extent of remuneration and reimbursement of expenses and to the extent of the Equity Shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as directors, member, partner and/or trustee and to the extent of the benefits arising out of such shareholding.
- 13) Any clarification or information relating to the Issue shall be made available by the LM and our Company to the investors at large and no selective or additional information would be available for a section of investors in any manner whatsoever. Investors may contact the LM for any complaints pertaining to the Issue. Investors are free to contact the LM for any clarification or information relating to the Issue who will be obliged to provide the same to the investor.
- 14) For transactions in Equity Shares of our Company by the Promoter Group and Directors of our Company in the last six (6) months, please refer to paragraph under the section titled "*Capital Structure*" on page 55 of this Draft Prospectus.
- 15) There are no certain contingent liabilities as on 30<sup>th</sup> June, 2017 as per Restated Financial Statements mentioned on page 137 of this Draft Prospectus.
- 16) For details of any hypothecation, mortgage or other encumbrances on the movable and immovable properties of our Company please refer to the section titled "*Financial Information*" on page 137 of this Draft Prospectus.
- 17) Except as disclosed in the section titled "*Our Promoter Group / Group Companies / Entities*" on page 132, none of our Group Companies have business interest in our Company.
- 18) For interest of Promoters/Directors, please refer to the section titled "*Our Promoters*" beginning on page 129 of this Draft Prospectus.
- 19) The details of transactions with the Group Companies/ Group Enterprises and other related party transactions are disclosed as Annexure 24 of restated financial statement under the section titled "*Financial Information*" on page 137 of the Draft Prospectus.

## SECTION III: INTRODUCTION

### SUMMARY

*This is only the summary and does not contain all information that you shall consider before investing in Equity Shares. You should read the entire Draft Prospectus, including the information on “Risk Factors” and related notes on page 15 of this Draft Prospectus before deciding to invest in Equity Shares.*

### INDUSTRY OVERVIEW

#### Global Economic Overview

The pickup in global growth anticipated in the April World Economic Outlook remains on track, with global output projected to grow by 3.5 percent in 2017 and 3.6 percent in 2018. The unchanged global growth projections mask somewhat different contributions at the country level. U.S. growth projections are lower than in April, primarily reflecting the assumption that fiscal policy will be less expansionary going forward than previously anticipated. Growth has been revised up for Japan and especially the euro area, where positive surprises to activity in late 2016 and early 2017 point to solid momentum. China’s growth projections have also been revised up, reflecting a strong first quarter of 2017 and expectations of continued fiscal support. Inflation in advanced economies remains subdued and generally below targets; it has also been declining in several emerging economies, such as Brazil, India, and Russia.

While risks around the global growth forecast appear broadly balanced in the near term, they remain skewed to the downside over the medium term. On the upside, the cyclical rebound could be stronger and more sustained in Europe, where political risk has diminished. On the downside, rich market valuations and very low volatility in an environment of high policy uncertainty raise the likelihood of a market correction, which could dampen growth and confidence. The more supportive policy tilt in China, especially strong credit growth, comes with rising downside risks to medium-term growth. Monetary policy normalization in some advanced economies, notably the United States, could trigger a faster-than-anticipated tightening in global financial conditions. And other risks discussed in the April 2017 WEO, including a turn toward inward-looking policies and geopolitical risks, remain salient.

Projected global growth rates for 2017-18, though higher than the 3.2 percent estimated for 2016, are below pre-crisis averages, especially for most advanced economies and for commodity-exporting emerging and developing economies. Among the former, many face excess capacity as well as headwinds to potential growth from aging populations, weak investment, and slowly advancing productivity. In view of weak core inflation and muted wage pressures, policy settings should remain consistent with lifting inflation expectations in line with targets, closing output gaps, and—where appropriate—external rebalancing. Reforms to boost potential output are of the essence, and slow aggregate output growth makes it even more important that gains are shared widely across the income distribution. Financial stability risks need close monitoring in many emerging economies. Commodity exporters should continue adjusting to lower revenues, while diversifying their sources of growth over time.

#### The Global Economy Maintains Momentum

The cyclical recovery continues. Growth outturns in the first quarter of 2017 were higher than the April WEO forecasts in large emerging and developing economies such as Brazil, China, and Mexico, and in several advanced economies including Canada, France, Germany, Italy, and Spain. High-frequency indicators for the second quarter provide signs of continued strengthening of global activity. Specifically, growth in global trade and industrial production remained well above 2015-16 rates despite retreating from the very strong pace registered in late 2016 and early 2017. Purchasing managers’ indices (PMIs) signal sustained strength ahead in manufacturing and services.

Commodities and inflation. Oil prices have receded, reflecting strong inventory levels in the United States and a pickup in supply. Headline inflation also generally softened as the impact of the commodity price rebound of the second half of 2016 faded, and remains at levels well below central bank targets in most advanced economies. Core inflation has remained broadly stable. It has largely been stable in emerging economies as well, with a few, such as Brazil and Russia, witnessing strong declines.

Bond and equity markets. Long-term bond yields in advanced economies, which had declined since March, rebounded in late June and early July. The U.S. Federal Reserve raised short-term interest rates in June, but markets still expect a very gradual path of U.S. monetary policy normalization. Bond spreads over Germany have compressed sharply in France, Italy, and Spain on reduced electoral uncertainty and firming signs of recovery. Equity prices in advanced economies remain strong, signaling continued market optimism regarding corporate earnings. Markets are also optimistic about emerging market prospects as reflected in strengthening equity markets and some further compression of interest rate spreads. Oil exporters provide an exception to this pattern, in light of the marked weakening of oil prices since March.

Exchange rates and capital flows. As of end-June, the U.S. dollar has depreciated by around 3½ percent in real effective terms since March, while the euro has strengthened by a similar amount on increased confidence in the euro area recovery and a decline in political risk. Over the same period, exchange rate changes across emerging market currencies have been relatively modest, with some strengthening of the Mexican peso on tighter monetary policy and reduced concerns about U.S. trade frictions, and a depreciation of the Brazilian real on renewed political uncertainty. Capital flows to emerging economies have been resilient in the first few months of 2017, with a notable pickup in non-resident portfolio inflows.

#### **Global Growth Forecast to Pick up in 2017 and 2018**

Global growth for 2016 is now estimated at 3.2 percent, slightly stronger than the April 2017 forecast, primarily reflecting much higher growth in Iran and stronger activity in India following national accounts revisions. Economic activity in both advanced economies and emerging and developing economies is forecast to accelerate in 2017, to 2 percent and 4.6 percent respectively, with global growth projected to be 3.5 percent, unchanged from the April forecast. The growth forecast for 2018 is 1.9 percent for advanced economies, 0.1 percentage point below the April 2017 WEO, and 4.8 percent for emerging and developing economies, the same as in the spring. The 2018 global growth forecast is unchanged at 3.6 percent. The revisions reflect primarily the macroeconomic implications of changes in policy assumptions for the world's two largest economies, the United States and China, as discussed below.

#### **Advanced economies**

- The growth forecast in the United States has been revised down from 2.3 percent to 2.1 percent in 2017 and from 2.5 percent to 2.1 percent in 2018. While the markdown in the 2017 forecast reflects in part the weak growth outturn in the first quarter of the year, the major factor behind the growth revision, especially for 2018, is the assumption that fiscal policy will be less expansionary than previously assumed, given the uncertainty about the timing and nature of U.S. fiscal policy changes. Market expectations of fiscal stimulus have also receded.
- The growth forecast has also been revised down for the United Kingdom for 2017 on weaker-than-expected activity in the first quarter.
- By contrast, growth projections for 2017 have been revised up for many euro area countries, including France, Germany, Italy, and Spain, where growth for the first quarter of 2017 was generally above expectations. This, together with positive growth revisions for the last quarter of 2016 and high-frequency indicators for the second quarter of 2017, indicate stronger momentum in domestic demand than previously anticipated.

- The growth forecast for 2017 was also revised up for Canada, where buoyant domestic demand boosted first-quarter growth to 3.7 percent and indicators suggest resilient second-quarter activity, and marginally for Japan, where private consumption, investment, and exports supported first-quarter growth.

### Emerging and developing economies

Emerging and developing economies are projected to see a sustained pickup in activity, with growth rising from 4.3 percent in 2016 to 4.6 percent in 2017 and 4.8 percent in 2018. These forecasts reflect upward revisions, relative to April, of 0.2 percentage point for 2016, and 0.1 percentage point for 2017. As in the most recent WEO forecast vintages, growth is primarily driven by commodity importers, but its pickup reflects to an important extent gradually improving conditions in large commodity exporters that experienced recessions in 2015-16, in many cases caused or exacerbated by declining commodity prices.

- **China's** growth is expected to remain at 6.7 percent in 2017, the same level as in 2016, and to decline only modestly in 2018 to 6.4 percent. The forecast for 2017 was revised up by 0.1 percentage point, reflecting the stronger than expected outturn in the first quarter of the year underpinned by previous policy easing and supply-side reforms (including efforts to reduce excess capacity in the industrial sector). For 2018, the upward revision of 0.2 percentage point mainly reflects an expectation that the authorities will delay the needed fiscal adjustment (especially by maintaining high public investment) to meet their target of doubling 2010 real GDP by 2020. Delay comes at the cost of further large increases in debt, however, so downside risks around this baseline have also increased.
- **Growth in India** is forecast to pick up further in 2017 and 2018, in line with the April 2017 forecast. While activity slowed following the currency exchange initiative, growth for 2016--at 7.1 percent--was higher than anticipated due to strong government spending and data revisions that show stronger momentum in the first part of the year. With a pickup in global trade and strengthening domestic demand, growth in the ASEAN-5 economies is projected to remain robust at around 5 percent, with generally strong first quarter outturns leading to a slight upward revision for 2017 relative to the April WEO.
- **In Emerging and Developing Europe**, growth is projected to pick up in 2017, primarily driven by a higher growth forecast for Turkey, where exports recovered strongly in the last quarter of 2016 and the first quarter of 2017 following four quarters of moderate contraction, and external demand is projected to be stronger with improved prospects for euro area trading partners. The Russian economy is projected to recover gradually in 2017 and 2018, in line with the April forecast.
- After contracting in 2016, economic activity in **Latin America** is projected to recover gradually in 2017-18 as a few countries--including Argentina and Brazil--exit their recessions. In comparison to the April 2017 WEO, Brazil's growth forecast for 2017 is now higher in light of the strong first quarter, but ongoing weakness in domestic demand and an increase in political and policy uncertainty will be reflected in a more subdued pace of recovery, and hence in lower projected growth in 2018. Mexico's growth forecast for 2017 is revised up from 1.7 to 1.9 percent on the back of strong activity in the first quarter of the year, with an unchanged forecast for 2018. Revisions for the rest of the region are mostly to the downside, including a further deterioration of conditions in Venezuela.
- Growth in the **Middle East, North Africa, Afghanistan, and Pakistan** region is projected to slow considerably in 2017, reflecting primarily a slowdown in activity in oil exporters, before recovering in 2018. The 2017-18 forecast is broadly unchanged relative to the April 2017 WEO, but the growth outcome in 2016 is estimated to have been considerably stronger in light of higher growth in Iran. The recent decline in oil prices, if sustained, could weigh further on the outlook for the region's oil exporters.

- In **Sub-Saharan Africa**, the outlook remains challenging. Growth is projected to rise in 2017 and 2018, but will barely return to positive territory in per capita terms this year for the region as a whole—and would remain negative for about a third of the countries in the region. The slight upward revision to 2017 growth relative to the April 2017 WEO forecast reflects a modest upgrading of growth prospects for South Africa, which is experiencing a bumper crop due to better rainfall and an increase in mining output prompted by a moderate rebound in commodity prices. However, the outlook for South Africa remains difficult, with elevated political uncertainty and weak consumer and business confidence, and the country's growth forecast was consequently marked down for 2018.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2017/07/07/world-economic-outlook-update-july-2017>)

### Indian Economy Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

### Market size

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million. Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

## BUDDHA GLOBAL LIMITED

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Growth in FY2017 (ending 31 March 2018) is expected to be lower than forecast in the Asian Development Outlook 2017 as a new tax regime poses transitory challenges to firms and as investment by state governments and private investors remain muted. A pickup is envisaged in FY2018, aided by restructured bank balance sheets and efficiency gains from the new tax regime, but growth will again fall short of the April forecast. Stronger agriculture will ease inflation by more than expected in FY2017 and FY2108. Current account projections are unchanged.

## Economic forecasts for South Asian countries

GDP growth (%, year)	Inflation (%, year)	Current account balance (% of GDP)
Country	2017 <sup>f</sup>	2018 <sup>f</sup>
Afghanistan	2.5	3.0
Bangladesh	7.2	6.9
Bhutan	6.9	8.0
India	7.0	7.4
Maldives	4.2	4.4
Nepal	6.9	4.7
Pakistan	5.3	5.5
Sri Lanka	4.5	5.0
Average	6.7	7.0

<sup>f</sup> = forecast number.

(Source: <https://www.adb.org/countries/india/economy>)

## BRIEF SUMMARY OF INDIAN AGRICULTURE INDUSTRY

Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. As per the 2nd advised estimates by the Central Statistics Office (CSO), the share of agriculture and allied sectors (including agriculture, livestock, forestry and fishery) is estimated to be 17.3 per cent of the Gross Value Added (GVA) during 2016-17 at 2011-12 prices.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment.





(Source: [www.ibef.org](http://www.ibef.org))

## OVERVIEW OF INDIAN FOOD INDUSTRY

### Introduction

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

Accounting for about 32 per cent of the country's total food market, The Government of India has been instrumental in the growth and development of the food processing industry. The government through the Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments in the business. It has approved proposals for joint ventures (JV), foreign collaborations, industrial licenses, and 100 per cent export oriented units.

### Market Size

The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment. The Indian gourmet food market is currently valued at US\$ 1.3 billion and is growing at a Compound Annual Growth Rate (CAGR) of 20 per cent. India's organic food market is expected to increase by three times by 2020#.

The online food ordering business in India is in its nascent stage, but witnessing exponential growth. With online food delivery players like FoodPanda, Zomato, TinyOwl and Swiggy building scale through partnerships, the organised food business has a huge potential and a promising future. The online food delivery industry grew at 150 per cent year-on-year with an estimated Gross Merchandise Value (GMV) of US\$ 300 million in 2016.



## Government Initiatives

Some of the major initiatives taken by the Government of India to improve the food processing sector in India are as follows:

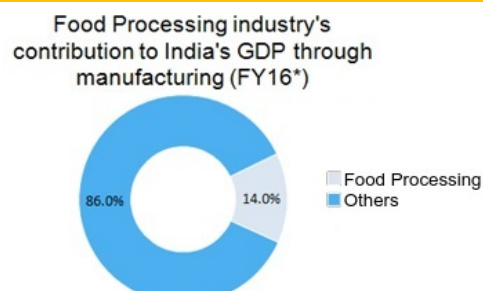
- The Government of India aims to boost growth in the food processing sector by leveraging reforms such as 100 per cent foreign direct investment (FDI) in marketing of food products and various incentives at central and state government level along with a strong focus on supply chain infrastructure.
- In Union Budget 2017-18, the Government of India has set up a dairy processing infra fund worth Rs 8,000 crore (US\$ 1.2 billion).
- The Government of India has relaxed foreign direct investment (FDI) norms for the sector, allowing up to 100 per cent FDI in food product e-commerce through automatic route.
- The Food Safety and Standards Authority of India (FSSAI) plans to invest around Rs 482 crore (US\$ 72.3 million) to strengthen the food testing infrastructure in India, by upgrading 59 existing food testing laboratories and setting up 62 new mobile testing labs across the country.
- The Indian Council for Fertilizer and Nutrient Research (ICFNR) will adopt international best practices for research in fertiliser sector, which will enable farmers to get good quality fertilisers at affordable rates and thereby achieve food security for the common man.
- The Ministry of Food Processing Industries announced a scheme for Human Resource Development (HRD) in the food processing sector. The HRD scheme is being implemented through State Governments under the National Mission on Food Processing. The scheme has the following four components:
  - Creation of infrastructure facilities for degree/diploma courses in food processing sector
  - Entrepreneurship Development Programme (EDP)
  - Food Processing Training Centres (FPTC)
  - Training at recognised institutions at State/National level

## Road Ahead

Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry offers several benefits. It would enable adherence to stringent quality and hygiene norms and thereby protect consumer health, prepare the industry to face global competition, enhance product acceptance by overseas buyers and keep the industry technologically abreast of international best practices.

## Food processing and its segments

- The food processing industry is one of the largest industries in India and ranks fifth in terms of production, consumption and exports. As per the latest data available, food processing sector is expected to reach US\$ 258 billion in FY15.
- In FY16\* (till December 2015), food processing industry constituted 14 per cent to India's GDP through manufacturing.



Source: Ministry of Food Processing Industries (MOFPI), TechSci Research  
Notes: \* - Till December 2015, As per latest data available

(Source: [www.ibef.org](http://www.ibef.org))

## SUMMARY OF BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward- looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the twelve-month period ended March 31 of that year.*

*In this section, a reference to the “Company” or “we”, “us” or “our” means Buddha Global Limited.*

*All financial information included herein is based on our Restated Financial Statements included on page 137 of this Draft Prospectus.*

### Overview

Our Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttrakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Uttar Pradesh to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi.

In the year 2011, Mr. Anil Tekriwal alongwith his son Mr. Ashwini Tekriwal who were having experience of 32 years as an entrepreneur in diversified business including hotel, agriculture activities, restaurants & School etc. started this Company, thereafter, Mr. Deept Sarup Agarwal and Mr. Tushar Jalan joined the business with their expertise and experience that gave a new shape to the business.

Our Company deals in exports and imports of foodgrains with a strong network at both the ends of producers and market. We have an unwavering commitment to distribute and source only quality products from sustainable sources. We consistently ensure that the products are always of the desired and promised quality.

Our strategic focus is on good quality products has been a powerful lever for Company's start. Our Company is regular importing various kinds of Pulses in large quantities from numerous Countries like Myanmar, Australia, Singapore, Canada etc. & Exporting the Rice & Maida in UAE, Yemen & Jakarta.

Buddha Global is built for the long term and is strongly established on sustainable fundamentals. Relationships fostered and sustained with our clients over a period of time; serves our aim to add vital value for the client by deeply understanding them and their ecosystem. We believe in creating and passing- enhanced value, enhanced wealth and enhanced goodness with each transaction.

We are also accredited with Federation of Indian Export Organisations Certificate (FIEO) and have been designated for the Agricultural and Processed Food Products Export Development Authority Certificate (APEDA).

Our Company, Buddha Global Limited, is a part of Buddha Group led by our Promoters is professionally managed and a family owned business house based in India with interests in diversified sectors including International trade, education, media, manufacturing, hotels & resorts, retailing and travel.

**BUDDHA GLOBAL LIMITED**

Buddha Group began its journey in 1986 under the name Steel Sales, then a proprietorship business. After more than a decade, the business was re-organized as a corporation under the leadership of Mr. Anil Tekriwal.

We, at Buddha Group, strive to be industry leaders in all our current businesses and aspire to be the pioneers in businesses of the future. We are currently focused to bring out the next phase of growth by entering into new sectors and evolving into, even better players, in our existing businesses.

Our Branch office and Godown are situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India and 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036 respectively.

In the past three (3) years our revenues have increased from Rs. 1851.94 Lacs in F.Y. 2014-2015 to Rs. 4000.75 Lacs in F.Y. 2015-16 and further to Rs. 21178.41 Lacs in F.Y. 2016-17, showing an increase of 116.03% and 429.36%. Our Net Profit after tax for the above mentioned periods are Rs. 23.16 Lacs, Rs. 26.83 Lacs and Rs. 86.87 Lacs, respectively, showing an increase of 15.85% and 223.78%.

Also, Our total revenue for the three months ended on 30<sup>th</sup> June, 2017 is Rs. 7742.48 lacs with a profit after tax of Rs. 34.72 Lacs showing a growing trend of our Business operations over the previous years.

Details of Total Revenue for the last Five (5) years and for the period ended on 30<sup>th</sup> June, 2017 are us under:

Financial year	Revenue from operations (Amt in lacs)	Other Income (Amt in lacs)	Total Revenue (Amt in lacs)	Profit before Depreciation, Interest and Tax (Amt in lacs)	Profit after Tax (Amt in lacs)
2012-2013	-	-	-	-	-
2013-2014	4.76	-	4.76	0.48	0.16
2014-2015	1,849.99	1.20	1,851.19	37.03	23.16
2015-2016	3,979.53	21.22	4,000.75	97.26	26.84
2016-2017	21,177.97	0.44	21,178.41	283.22	86.87
Three Months (3) ended 30 <sup>th</sup> June, 2017	7,742.48	-	7,742.48	90.73	34.72

Details of “Revenue from Operations” with PRODUCT WISE Break Up for the last Five (5) years and for the period ended on 30<sup>th</sup> June, 2017 are us under:

(Amt in lacs)

FY	Rice		Maida		Pulses		Wheat		Fertilizer		Cattle Feed		Others*		Total
	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%	
2012-2013	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-2014	4.76	100	-	-	-	-	-	-	-	-	-	-	-	-	4.76
2014-2015	1763.06	95.30	25.01	1.35	52.12	2.82	9.80	0.53	-	-	-	-	-	-	1849.99
2015-2016	3745.27	94.11	9.97	0.25	6.24	0.16	7.59	0.19	210.46	5.29	-	-	-	-	3979.53
2016-2017	6031.51	28.48	-	-	14711.63	69.47	-	-	122.48	0.58	146.72	0.69	165.63	0.78	21177.97
Three Months (3) ended 30 <sup>th</sup> June, 2017	20.13	0.26	-	-	7684.00	99.24	-	-	-	-	-	-	38.35	0.50	7742.48

\* Other includes Oats, Barley and Cattle Feed.

Details of “Revenue from Operations” with REGIONWISE Break Up for the last Five (5) years and for the period ended on 30<sup>th</sup> June, 2017 are as under:

REGION	30.06.17		31.03.17		31.03.16		31.03.15		31.03.14		31.03.13	
	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%
<b>INDIA :-</b>												
Delhi	6710.84	86.67	19560.72	92.36	2946.85	74.05	1617.05	87.41	-	-	-	-
Uttarpradesh	564.22	7.29	973.23	4.60	844.91	21.23	207.93	11.24	4.76	100	-	-
Maharashtra	322.37	4.16	135.53	0.64	-	-	-	-	-	-	-	-
Gujarat	26.94	0.35	62.08	0.29	-	-	-	-	-	-	-	-
Rajasthan	5.72	0.07	350.60	1.66	-	-	-	-	-	-	-	-
Madhya Pradesh	81.02	1.05	-	-	-	-	-	-	-	-	-	-
Kolkata	11.23	0.15	-	-	-	-	-	-	-	-	-	-
Punjab	-	-	18.54	0.09	-	-	-	-	-	-	-	-
<b>OUTSIDE INDIA:-</b>												
Dubai, Yemen, Jeddah, Saudi Arabia, Jakarta	20.12	0.26	77.26	0.36	187.76	4.72	25.01	1.35	-	-	-	-
<b>Total</b>	<b>7742.48</b>	<b>100</b>	<b>21177.97</b>	<b>100</b>	<b>3979.52</b>	<b>100</b>	<b>1849.99</b>	<b>100</b>	<b>4.76</b>	<b>100</b>	<b>-</b>	<b>-</b>

**OUR KEY UNIQUE BUSINESS STRENGTHS ARE:**

- 1) Experienced Promoters and a well trained employee base** - Our promoters Mr. Deept Sarup Agarwal, Mr. Anil Tekriwal and Mr. Tushar Jalan are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Since starting of operations, we have witnessed consistent and stable growth. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enable us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.
- 2) Strong financial position** - We believe that our strong financial position will provide us with the financial flexibility to fund our growth and expansion and allow us to respond quickly and competitively to further capitalise on emerging opportunities in the market.
- 3) Improving functional efficiency** - Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.
- 4) Established brand and image** - We are engaged in providing services to our clients and over the years, we believe that we have established ourselves as a reliable brand in India as well as outside India wherein our clients trust us for our quality, consistency and continuous performance.

**SUMMARY OF FINANCIAL INFORMATION**

**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Equity &amp; Liabilities</b>						
<b>Shareholders' Funds</b>						
Share Capital	360.97	360.97	312.93	304.31	1.00	1.00
Reserve & Surplus	1,159.29	1,124.58	240.27	70.36	(1.32)	-
<b>Total (A)</b>	<b>1,520.26</b>	<b>1,485.55</b>	<b>553.20</b>	<b>374.67</b>	<b>(0.32)</b>	<b>1.00</b>
<b>Non Current Liabilities</b>						
Share Application Money	-	-	-	-	-	0.50
Long Term Borrowings	40.65	40.65	422.06	156.04	-	-
Deferred Tax Liabilities (Net)	-	-	-	0.36	-	-
Other Long Term Liabilities	-	-	-	-	-	-
<b>Total (B)</b>	<b>40.65</b>	<b>40.65</b>	<b>422.06</b>	<b>156.40</b>	<b>-</b>	<b>0.50</b>
<b>Current Liabilities</b>						
Short Term Borrowings	794.90	461.61	398.81	3.59	-	-
Trade Payables	4,589.15	1,148.31	1.13	1,419.15	-	-
Other Current Liabilities	5,714.90	2,327.54	1,847.38	5.75	0.32	0.31
Short Term Provisions	60.94	43.67	1.10	11.56	0.07	-
<b>Total (C)</b>	<b>11,159.89</b>	<b>3,981.13</b>	<b>2,248.42</b>	<b>1,440.05</b>	<b>0.39</b>	<b>0.31</b>
<b>Total (D=A+B+C)</b>	<b>12,720.80</b>	<b>5,507.33</b>	<b>3,223.68</b>	<b>1,971.12</b>	<b>0.07</b>	<b>1.81</b>
<b>Assets</b>						
<b>Fixed Assets:</b>						
Tangible Assets	11.18	11.14	16.20	23.55	-	-
Intangible Assets	-	-	-	-	-	-
Long Term Loans & Advances	-	-	-	-	-	-
Non Current Investments	-	-	-	-	-	-
Deferred Tax Assets (Net)	1.66	1.56	0.88	-	-	-
Other Non Current Assets	-	-	-	-	-	1.72
<b>Total (E)</b>	<b>12.84</b>	<b>12.70</b>	<b>17.08</b>	<b>23.55</b>	<b>-</b>	<b>1.72</b>
<b>Current Assets</b>						
Current Investments	-	-	-	-	-	-
Inventories	3,430.23	3,827.44	713.18	311.06	-	-
Trade Receivables	8,305.10	1,087.94	607.04	1,612.53	-	-
Cash & Bank Balances	309.04	307.63	454.60	9.21	0.07	0.09
Short Term Loans & Advances	633.82	233.23	1,406.81	14.28	-	-
Other Current Assets	29.77	38.39	24.97	0.49	-	-
<b>Total (F)</b>	<b>12,707.96</b>	<b>5,494.63</b>	<b>3,206.60</b>	<b>1,947.57</b>	<b>0.07</b>	<b>0.09</b>
<b>Total (G=E+F)</b>	<b>12,720.80</b>	<b>5,507.33</b>	<b>3,223.68</b>	<b>1,971.12</b>	<b>0.07</b>	<b>1.81</b>

**STATEMENT OF PROFIT AND LOSS, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Income</b>						
Revenue from Operations	7,742.48	21,177.97	3,979.53	1,849.99	4.76	-
Other Income	-	0.44	21.22	1.20	-	-
<b>Total</b>	<b>7,742.48</b>	<b>21,178.41</b>	<b>4,000.75</b>	<b>1,851.19</b>	<b>4.76</b>	<b>-</b>
<b>Expenditure</b>						
Cost of Purchases of Stock in trade	7,025.38	23,732.74	4,252.92	2,108.84	3.29	-
Changes in Inventories of Stock in Trade	397.21	(3,114.27)	(402.12)	(311.06)	-	-
Employee Benefit Expenses	7.88	23.32	5.48	1.26	-	-
Administrative, Selling and Other Expenses	221.28	253.40	47.21	15.12	0.99	-
<b>Total</b>	<b>7,651.75</b>	<b>20,895.19</b>	<b>3,903.49</b>	<b>1,814.16</b>	<b>4.28</b>	<b>-</b>
<b>Profit before Depreciation, Interest and Tax</b>	<b>90.73</b>	<b>283.22</b>	<b>97.26</b>	<b>37.03</b>	<b>0.48</b>	<b>-</b>
Depreciation & Amortisations	0.96	5.06	7.36	0.66	-	-
Preliminary Expenses Written Off	-	-	-	-	-	-
<b>Profit before Interest &amp; Tax</b>	<b>89.77</b>	<b>278.16</b>	<b>89.90</b>	<b>36.37</b>	<b>0.24</b>	<b>-</b>
Financial Expenses	37.88	148.29	49.64	1.29	0.01	-
Exceptional Items	-	-	-	-	-	-
<b>Net Profit before Tax</b>	<b>51.89</b>	<b>129.87</b>	<b>40.26</b>	<b>35.08</b>	<b>0.23</b>	<b>-</b>
<b>Less: Provision for Taxes:</b>						
Current Tax	17.27	43.68	14.65	11.56	0.07	-
Deferred Tax	(0.10)	(0.68)	(1.23)	0.36	-	-
<b>Net Profit After Tax &amp; Before Extraordinary Items</b>	<b>34.72</b>	<b>86.87</b>	<b>26.84</b>	<b>23.16</b>	<b>0.16</b>	<b>-</b>
Extra Ordinary Items	-	-	-	-	-	-
<b>Net Profit</b>	<b>34.72</b>	<b>86.87</b>	<b>26.84</b>	<b>23.16</b>	<b>0.16</b>	<b>-</b>

**STATEMENT OF CASH FLOW, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>						
Net profit before taxes	51.89	129.87	40.26	35.08	0.23	-
Adjustment for:						
Add: Depreciation & Amortisations	0.96	5.06	7.36	0.66	-	-
Add: Interest & Finance Charges	37.88	148.29	49.64	1.29	0.01	-
Add: Preliminary Expenses Written Off.	-	-	-	-	0.24	-
Add / (Less): Loss / (Profit) on Sale of Assets	-		-			
Operating Profit before Working capital changes	<b>90.73</b>	<b>283.22</b>	<b>97.26</b>	<b>37.03</b>	<b>0.48</b>	-
Adjustments for:						
Decrease (Increase) in Inventories	397.21	(3,114.26)	(402.12)	(311.06)	-	-
Decrease (Increase) in Trade & Other Receivables	(7,217.16)	(480.90)	1,005.49	(1,612.53)	-	-
Decrease (Increase) in Short Term Loans & Advances (Excl Taxes)	(399.57)	1,173.58	(1,392.53)	(14.28)	-	-
Decrease (Increase) in Other Current Assets	8.62	(13.42)	(24.48)	(0.49)	-	-
Increase (Decrease) in Trade Payables	3,440.84	1,147.18	(1,418.02)	1,419.15	-	-
Increase (Decrease) in Short Term Provisions (Excl Taxes)	21.82	32.18	-	-	-	-
Increase (Decrease) in Other Current Liabilities	3,387.36	480.16	1,841.63	5.43	0.01	0.04
Net Changes in Working Capital	<b>(360.88)</b>	<b>(775.48)</b>	<b>(390.03)</b>	<b>(513.78)</b>	<b>0.01</b>	<b>0.04</b>
Cash Generated from Operations	(270.15)	(492.26)	(292.77)	(476.75)	0.49	0.04
Taxes	(22.84)	(33.29)	(25.11)	(0.07)	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(292.99)</b>	<b>(525.55)</b>	<b>(317.88)</b>	<b>(476.82)</b>	<b>0.49</b>	<b>0.04</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>						
Sale / (Purchase) of Fixed Assets and CWIP	(1.00)	-	(0.01)	(24.21)	-	-
Decrease (Increase) in Investments	-	-	-	-	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(1.00)</b>	<b>-</b>	<b>(0.01)</b>	<b>(24.21)</b>	<b>-</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>						
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	845.48	151.68	351.84	(0.50)	-
Interest & Finance Charges	(37.88)	(148.29)	(49.64)	(1.29)	(0.01)	-
Preliminary Expenses Incurred	-	-	-	-	-	(0.23)



**BUDDHA GLOBAL LIMITED**

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Increase / (Repayment) of Long Term Borrowings	-	(381.41)	266.02	156.04	-	-
Increase / (Repayment) of Short Term Borrowings	333.29	62.80	395.22	3.59	-	-
Decrease (Increase) in Long Term Loans & Advances	-	-	-	-	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>295.41</b>	<b>378.58</b>	<b>763.28</b>	<b>510.18</b>	<b>(0.51)</b>	<b>(0.23)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents</b>	<b>1.42</b>	<b>(146.97)</b>	<b>445.39</b>	<b>9.15</b>	<b>(0.02)</b>	<b>(0.19)</b>
Cash and cash equivalents at the beginning of the year / Period	307.63	454.60	9.21	0.07	0.09	0.27
Cash and cash equivalents at the end of the year/ Period	309.04	307.63	454.60	9.21	0.07	0.09

### ISSUE DETAILS IN BRIEF

The following table summarizes the issue details:

Particulars	Details of Equity Shares
Issue of Equity Shares by our Company	Issue of upto 13,53,000 Equity Shares having face value of Rs. 10.00 each at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity share) aggregating Rs. [●] lacs.
<b>Of which:</b>	
Market Maker Reservation Portion	Upto 69,000 Equity Shares of face value of Rs. 10 each fully paid of the Company for cash at price of Rs. [●] /- per Equity Share aggregating Rs. [●] lacs.
Net Issue to the Public*	Upto 12,84,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lacs.
	<b>Of which:</b>
	Not less than 6,42,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lac will be available for allocation to investors up to Rs. 2.00 Lacs.
	Upto 6,42,000 Equity Shares of face value of Rs.10 each fully paid of the Company for cash at price of Rs. [●] per Equity Share aggregating Rs. [●] lac will be available for allocation to investors above Rs. 2.00 Lacs
<b>Pre and Post Issue Equity Shares</b>	
Equity Shares outstanding prior to the Issue	36,09,672 Equity Shares of face value of Rs.10 each
Equity Shares outstanding after the Issue	Upto 49,62,672 Equity Shares of face value of Rs. 10 each
Use of Proceeds	For further details please refer chapter titled Objects of the Issue, beginning on page 78 of this Draft Prospectus for information on use of Issue Proceeds.

*The Issue has been authorised by our Board pursuant to a resolution dated November 02, 2017 and by our Equity Shareholders pursuant to a resolution passed at the extraordinary general meeting held on November 04, 2017.*

\*As per Regulation 43(4) of the SEBI (ICDR) Regulations, as amended, as present issue is a fixed price offer the allocation in the net offer to the public category shall be made as follows:

- Minimum fifty percent to retail individual investors; and
- Remaining to:
  - Individual applicants other than retail individual investors; and
  - Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;
- The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

*\*Note: Number of shares may need to be adjusted for lot size upon determination of issue price.*

For further details please refer to section titled “*Issue Information*” beginning on page 197 of this Draft Prospectus.

**GENERAL INFORMATION****BUDDHA GLOBAL LIMITED**

Our Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttrakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Uttar Pradesh to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi.

**REGISTERED OFFICE:**

S-402, Ground Floor,  
Greater Kailash-1, South Delhi  
New Delhi-110048  
Tel: + 011-29245518  
Email: [info@buddhaglobal.com](mailto:info@buddhaglobal.com)  
Website: [www.buddhaglobal.com](http://www.buddhaglobal.com)

**COMPANY REGISTRATION NUMBER: 303140****COMPANY IDENTIFICATION NUMBER: U14220DL2011PLC303140**

Our Company is registered with the Registrar of Companies, Delhi.

**Address:**

4th Floor, IFCI Tower,  
61, Nehru Place,  
New Delhi - 110019

**DESIGNATED STOCK EXCHANGE: National Stock Exchange of India Limited****LISTING OF SHARES OFFERED IN THIS ISSUE: National Stock Exchange of India Limited**

For details in relation to the changes to the name of our Company, please refer to the section titled “Our History and Corporate Structure” beginning on page 55 of this Draft Prospectus.

**CONTACT PERSON:**

Ms. Simpal Kumari,  
Company Secretary and Compliance officer  
S-402, Ground Floor,  
Greater Kailash-1, South Delhi  
New Delhi-110048  
Tel:+ 011-29245518  
Email: [cs@buddhaglobal.com](mailto:cs@buddhaglobal.com)  
Website: [www.buddhaglobal.com](http://www.buddhaglobal.com)

## **BOARD OF DIRECTORS:**

Our Board of Directors comprise of the following members:

NAME	DESIGNATION	DIN	ADDRESS
Mr. Deept Sarup Agarwal	Managing Director	00085523	10 / 2 Sarva Priya Vihar New Delhi 110016
Mr. Anil Tekriwal	Executive and Non Independent Director	01158193	9, Ghulam Ali Pura Chhawani Bazar Bahraich 271801
Mrs. Jaya Agarwal	Non Executive And Non Independent Director	00321524	10/2 Sarva Priya Vihar New Delhi 110016
Mr. Tushar Jalan	Executive And Non Independent Director	06567954	Mirjapur Khorabar Gorakhpur 215189
Mr. Susheel Shrivastav	Non Executive And Independent Director	07574176	56/150, Ratanpur Colony, Panki Kanpur 208020
Mr. Om Prakash Agarwal	Non Executive And Independent Director	07612725	D 28, Sector-H Aliganj Lucknow 226024
Mr. Aditya Ginodia	Non Executive And Independent Director	07858200	C 19/27 -14, Gulab Bagh, Fatman Road, Chetganj Varanasi 221001

For further details of Management of our Company, please refer to section titled "Our Management" on page 118 of this Draft Prospectus.

## **COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Simpal Kumari,  
Company Secretary and Compliance officer  
S-402, Ground Floor,  
Greater Kailash-1, South Delhi  
New Delhi-110048  
Tel:+ 011-29245518  
Email: [cs@buddhaglobal.com](mailto:cs@buddhaglobal.com)  
Website: [www.buddhaglobal.com](http://www.buddhaglobal.com)

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Applicants can contact the Compliance Officer or the Lead Manager or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the Lead Manager, who shall respond to the same.

<p><b><u>CHIEF FINANCIAL OFFICER</u></b></p> <p>Mr. Rohit Jain, S-402, Ground Floor, Greater Kailash-1, South Delhi New Delhi-110048 Tel:+ 011-29245518 E-mail: <a href="mailto:ca@buddhaglobal.com">ca@buddhaglobal.com</a> Website: <a href="http://www.buddhaglobal.com">www.buddhaglobal.com</a></p>	<p><b><u>CONSULTANT TO THE COMPANY:</u></b></p> <p><b>SNI Capital Advisors</b> 4805/24, Bharat Ram Road, Darya Ganj, New Delhi-110002 Tel: +91-11-43528764 Fax: +91-11-23288003 E-mail: <a href="mailto:info@snicapitaladvisors.com">info@snicapitaladvisors.com</a> Website: <a href="http://www.snicapitaladvisors.com">www.snicapitaladvisors.com</a> Contact Person: Mr. Vivek Jain</p>
<p><b><u>STATUTORY AUDITORS</u></b></p> <p><b>M/s. V. Malani &amp; Associates.</b> Chartered Accountants 208, Jeevan Villa, 111, Daryan Ganj, New Delhi-110002 Contact No. 011-23257741/23279945/23272184 E-mail: <a href="mailto:vinay.malani@gmail.com">vinay.malani@gmail.com</a> Contact Person: Mr. Vinay Malani Membership No. 505391 Firm Registration No. 020525N</p>	<p><b><u>PEER REVIEW AUDITORS</u></b></p> <p><b>M/S. RAMANAND &amp; ASSOCIATES,</b> Chartered Accountants 6/C, Ostwal Park, Building No. 4 CHSL, Near Jesal Park, Jain Temple, Bhayander (East), Thane - 401105 Tel : +91-22-2817 1199 Telefax: +91-22-2817 1199 E-mail: <a href="mailto:rg@ramanandassociates.com">rg@ramanandassociates.com</a> Firm Registration No.-117776W Contact Person: Mr. Ramanand Gupta</p>
<p><b><u>LEAD MANAGER</u></b></p> <p><b>NAVIGANT CORPORATE ADVISORS LIMITED</b> 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-6560 5550 Email Id- <a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a> Investor Grievance Email:<a href="mailto:info@navigantcorp.com">info@navigantcorp.com</a> Website:<a href="http://www.navigantcorp.com">www.navigantcorp.com</a> SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani</p>	<p><b><u>LEGAL ADVISORS TO THE ISSUE</u></b></p> <p><b>LAW AND LEGAL JURISTS</b> Chamber No. 612, Dwarka Court Complex, Sector - 10, Dwarka, New Delhi - 110 075 Tel: +91-011-2381 2302 Email: <a href="mailto:lljurists@yahoo.co.in">lljurists@yahoo.co.in</a> Contact Person: Mr. Ranjan Kumar</p>
<p><b><u>REGISTRAR TO THE ISSUE</u></b></p> <p><b>MAS SERVICES LIMITED</b> T-34, 2nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110020 Tel No.: +91-11-26387281/82/83 Fax No.: +91-11-26387384 Website: <a href="http://www.masserv.com">www.masserv.com</a> E-mail ID: <a href="mailto:info@masserv.com">info@masserv.com</a> Contact Person: Mr. Sharwan Mangla SEBI Registration No: INR000000049</p>	<p><b><u>PUBLIC ISSUER BANKER / BANKER TO THE ISSUE</u></b></p> <p>[•]</p>

## **SELF CERTIFIED SYNDICATE BANKS**

The list of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (“ASBA”) Process are provided on <http://www.sebi.gov.in/pmd/scsb.pdf>. For details on designated branches of SCSBs collecting the ASBA Application Form, please refer to the above-mentioned SEBI link.

## **BROKER CENTRES/ DESIGNATED CDP LOCATIONS/ DESIGNATED RTA LOCATIONS**

In accordance with SEBI Circular No. CIR/CFD/14/2012 dated October 4, 2012 and CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, Applicants can submit Application Forms with the Registered Brokers at the Broker Centres, CDPs at the Designated CDP Locations or the RTAs at the Designated RTA Locations, respective lists of which, including details such as address and telephone number, are available at the websites of the Stock Exchange at [www.nseindia.com](http://www.nseindia.com).

The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time.

## **CREDIT RATING**

As the Issue is of Equity shares, credit rating is not mandatory.

## **TRUSTEES**

As the Issue is of Equity Shares, the appointment of Trustees is not mandatory.

## **IPO GRADING**

Since the Issue is being made in terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

## **BROKERS TO THE ISSUE**

All members of the recognized stock exchanges would be eligible to act as Brokers to the Issue.

## **APPRAISAL AND MONITORING AGENCY**

As per Regulation 16(1) of the SEBI (ICDR) Regulations, 2009 the requirement of Monitoring Agency is not mandatory if the Issue size is below Rs. 100.00 Crores. Since the Issue size is less than Rs. 100.00 Crores, our Company has not appointed any monitoring agency for this Issue.

However, as per the Regulation 18 (3) read with part C of schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee of our Company would be monitoring the utilization of the proceeds of the Issue.

## **DETAILS OF THE APPRAISING AUTHORITY**

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## **INTER-SE ALLOCATION OF RESPONSIBILITIES**

Since Navigant Corporate Advisors Limited is the sole Lead Manager to this Issue, a statement of inter se allocation responsibilities among Lead Manager's is not required.



## EXPERT OPINION

Except the report of the Peer Review Auditor on the financial statements and statement of tax benefits included in the Draft Prospectus, our Company has not obtained any other expert opinion.

## UNDERWRITING AGREEMENT

This Issue is 100% Underwritten. The Underwriting Agreement is dated November 13, 2017, Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Name, address, telephone number and e-mail address of the Underwriters	Number of Equity Shares Underwritten	Amount Underwritten (Rupees In Lacs)	% of Total Amount Underwritten (Rupees In Lacs)
<b>NAVIGANT CORPORATE ADVISORS LIMITED</b> 423, A Wing, Bonanza, Sahar Plaza Complex, J B Nagar, Andheri Kurla Road, Andheri East, Mumbai-400 059 Tel No. +91-22-6560 5550 Email Id- <a href="mailto:navigant@navigantcorp.com">navigant@navigantcorp.com</a> Investor Grievance Email: <a href="mailto:info@navigantcorp.com">info@navigantcorp.com</a> Website: <a href="http://www.navigantcorp.com">www.navigantcorp.com</a> SEBI Registration Number: INM000012243 Contact Person: Mr. Sarthak Vijlani	Upto 13,53,000	[•]	100
<b>Total</b>	<b>Upto 13,53,000</b>	<b>[•]</b>	<b>100</b>

The above mentioned is indicative underwriting and will be finalized after determination of the Issue Price and actual allocation subject to the provisions of the SEBI Regulations.

## DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company has entered into an agreement dated [•] with the Lead Manager and Market Maker to fulfill the obligations of Market Making.

### NAME AND ADDRESS OF THE MARKET MAKER

<b>Name</b>	[•]
<b>Correspondence Address:</b>	[•]
<b>Tel No.:</b>	[•]
<b>Fax No.:</b>	[•]
<b>Email:</b>	[•]
<b>Website:</b>	[•]
<b>Contact Person:</b>	[•]
<b>SEBI Registration No.:</b>	[•]
<b>NSE Code</b>	[•]

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the NSE, and SEBI regarding this matter from time to time.

Following is a summary of the key details pertaining to the Market Making arrangement:

1. The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
2. The minimum depth of the quote shall be Rs. 1,00,000/-. However, the investors with holdings of value less than Rs.1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
3. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
4. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
5. The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
6. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market - for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
7. The Market Maker(s) shall have the right to terminate said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.

8. **Risk containment measures and monitoring for Market Makers:** NSE will have all margins, which are applicable on the NSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.

9. **Price Band and Spreads:** The price band shall be 20 % and the market maker spread shall be within 10 % or as intimated by NSE Emerge from time to time.
10. **Punitive Action in case of default by Market Makers:** NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
11. Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the issue size and as follows:

Issue Size	Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size)	Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size)
Up to Rs. 20 Crore	25%	9
Rs. 20 to Rs. 50 Crore	20%	8
Rs. 50 to Rs. 80 Crore	15%	6
Above Rs. 80 Crore	12%	5

12. In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 106V of the SEBI (ICDR) Regulations, 2009. Further our Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time. The Market Making Agreement is available for inspection at our registered office from 11.00 a.m. to 5.00 p.m. on working days.
13. All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

The Share Capital of the Company as at the date of this Draft Prospectus, before and after the Issue, is set forth below.

(Rs. in Lacs, except share data)

Sr. No	Particulars	Aggregate value at face value	Aggregate value at Issue Price
<b>A.</b>	<b>Authorized Share Capital</b>		
	60,00,000 Equity Shares of face value of Rs.10 each	600.00	600.00
<b>B.</b>	<b>Issued, subscribed and paid-up Equity Share Capital before the Issue</b>		
	36,09,672 Equity Shares of face value of Rs. 10 each	360.97	-
<b>C.</b>	<b>Present Issue in terms of the Draft Prospectus</b>		
	Issue of upto 13,53,000 Equity Shares of Rs. 10 each at a price of Rs. [●] per Equity Share.	135.30	[●]
	<b>Which comprises</b>		
	Reservation for Market Maker of upto 69,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share	[●]	[●]
	Net Issue to Public of upto 12,84,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share to the Public	[●]	[●]
	<b>Of the Net issue to the public</b>		
	Not less than 6,42,000 Equity Shares of Rs.10/- each at a price of Rs. [●] per Equity Share will be available for allocation for Investors of up to Rs. 2.00 Lacs	[●]	[●]
	Upto 6,42,000 Equity Shares of Rs. 10/- each at a price of Rs. [●] per Equity Share will be available for allocation for Investors of above Rs. 2.00 Lacs	[●]	[●]
<b>D.</b>	<b>Equity Capital after the Issue</b>		
	Upto 49,62,672 Equity Shares of Rs. 10 each	[●]	---
<b>E.</b>	<b>Securities Premium Account</b>		
	Before the Issue	989.03	
	After the Issue	[●]	

*\*This Issue has been authorized by the Board of Directors pursuant to a board resolution dated November 02, 2017 and by the shareholders of our Company pursuant to a special resolution dated November 04, 2017 passed at the EGM of shareholders under section 62 (1)(c) of the Companies Act, 2013.*

*Our Company has no outstanding convertible instruments as on the date of the Draft Prospectus.*

## CHANGES IN THE AUTHORIZED SHARE CAPITAL OF OUR COMPANY:

Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
1	-	5,00,000 Equity Shares of Rs. 10 each	-	Incorporation
2	5,00,000 Equity Shares of Rs. 10 each	10,00,000 Equity Shares of Rs. 10 each	17 <sup>th</sup> December, 2014	EGM
3	10,00,000 Equity Shares of	40,00,000 Equity Shares	02 <sup>nd</sup> January, 2015*	EGM

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Sr. No.	Particulars of Change		Date of Shareholders' Meeting	Meeting AGM/EGM
	From	To		
	Rs. 10 each	of Rs. 10 each		
4	40,00,000 Equity Shares of Rs. 10 each	60,00,000 Equity Shares of Rs. 10 each	29 <sup>th</sup> September, 2017	AGM

\* The date of EGM and other details was erroneously mentioned as 9<sup>th</sup> March, 2015 in records of ROC.

**NOTES FORMING PART OF CAPITAL STRUCTURE**

**1. Equity Share Capital history of our Company**

Date of/ issue allotment of Shares	No. of Equity Shares Issued	Face value (Rs)	Issue price (Rs.)	Consideration (cash, bonus, consideration other than cash)	Nature of allotment (Bonus, swap etc.)	Cumulative no. of Equity Shares	Cumulative paid-up share capital (Rs.)	Cumulative share premium (Rs.)
Incorporation	10,000	10	10	Cash	Subscription to MOA (A)	10,000	1,00,000	NIL
03.11.2014	1,72,413	10	11.60	Cash	Further Allotment (B)	1,82,413	18,24,130	2,75,860.80
22.12.2014*	2,15,517	10	11.60	Cash	Further Allotment (C)	3,97,930	39,79,300	6,20,688.00
03.01.2015	5,10,000	10	11.60	Cash	Further Allotment (D)	9,07,930	90,79,300	14,36,688.00
05.01.2015	3,07,587	10	11.60	Cash	Further Allotment (E)	12,15,517	1,21,55,170	19,28,827.20
09.03.2015*	1,72,413	10	11.60	Cash	Further Allotment (F)	13,87,930	1,38,79,300	22,04,688.00
10.03.2015*	1,55,172	10	11.60	Cash	Further Allotment (G)	15,43,102	1,54,31,020	24,52,963.20
11.03.2015*	4,05,172	10	11.60	Cash	Further Allotment (H)	19,48,274	1,94,82,740	31,01,238.40
12.03.2015*	3,62,068	10	11.60	Cash	Further Allotment (I)	23,10,342	2,31,03,420	36,80,547.20
13.03.2015*	3,44,827	10	11.60	Cash	Further Allotment (J)	26,55,169	2,65,51,690	42,32,270.40
14.03.2015*	2,58,620	10	11.60	Cash	Further Allotment (K)	29,13,789	2,91,37,890	46,46,062.40
19.03.2015*	1,29,314	10	11.60	Cash	Further Allotment (L)	30,43,103	3,04,31,030	48,52,964.80
21.12.2015	86,185	10	176	Cash	Right Issue (M)	31,29,288	3,12,92,880	1,91,59,674.80
16.04.2016	15,910	10	176	Cash	Right Issue (N)	31,45,198	3,14,51,980	2,18,00,734
21.06.2016	4,64,474	10	176	Cash	Right Issue (O)	36,09,672	3,60,96,720	9,89,03,418

\* Relevant eforms in respect of allotments were not filed with ROC on account of rectification of eform filed earlier.

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- A. Initial Subscribers to Memorandum of Association subscribed 10,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Anil Tekriwal	5,000
2	Mr. Ashwini Tekriwal	5,000
	<b>Total</b>	<b>10,000</b>

- B. Further Allotment of 1,72,413 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Tushar Jalan	1,72,413
	<b>Total</b>	<b>1,72,413</b>

- C. Further Allotment of 2,15,517 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	2,15,517
	<b>Total</b>	<b>2,15,517</b>

- D. Further Allotment of 5,10,000 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Deept Sarup Agarwal	10,000
2	M/s Kamdhenu Global Limited	5,00,000
	<b>Total</b>	<b>5,10,000</b>

- E. Further Allotment of 3,07,587 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	Mr. Anil Tekriwal	3,07,587
	<b>Total</b>	<b>3,07,587</b>

- F. Further Allotment of 1,72,413 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	1,72,413
	<b>Total</b>	<b>1,72,413</b>

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- G. Further Allotment of 1,55,172 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	1,55,172
	<b>Total</b>	<b>1,55,172</b>

- H. Further Allotment of 4,05,172 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	4,05,172
	<b>Total</b>	<b>4,05,172</b>

- I. Further Allotment of 3,62,068 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	3,62,068
	<b>Total</b>	<b>3,62,068</b>

- J. Further Allotment of 3,44,827 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	3,44,827
	<b>Total</b>	<b>3,44,827</b>

- K. Further Allotment of 2,58,620 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	2,58,620
	<b>Total</b>	<b>2,58,620</b>

- L. Further Allotment of 1,29,314 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Nanpara Cold & Storage Allied Industries	1,29,314
	<b>Total</b>	<b>1,29,314</b>



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M. Right Issue of 86,185 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Rising Sun International Holdings Limited	86,185
	<b>Total</b>	<b>86,185</b>

N. Right Issue of 15,910 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Kamdhenu Global Limited	15,910
	<b>Total</b>	<b>15,910</b>

O. Right Issue of 4,64,474 Equity Shares of face value of Rs. 10 each as per the details given below:-

S.No.	Name of the Allottees	Number of Equity Shares
1	M/s Kamdhenu Global Limited	4,64,474
	<b>Total</b>	<b>4,64,474</b>

- We have not issued any Equity Shares for consideration other than Cash.
- We have not issued any Equity Shares out of revaluation reserves or in terms of any scheme approved under Sections 391- 394 of the Companies Act, 1956 or Sections 230- 233 of the Companies Act, 2013.
- Issue of Equity Shares in the last two (2) year preceding the date of Draft Prospectus:

Date of Allotment	Number of Equity Shares	Name of the Allottees	Face Value (in Rs.)	Issue Price (in Rs.)
21.12.2015	86,185	M/s Rising Sun International Holdings Limited	10	176
16.04.2016	15,910	M/s Kamdhenu Global Limited	10	176
21.06.2016	4,64,474	M/s Kamdhenu Global Limited	10	176

**5. Shareholding of our Promoters:**

Set forth below are the details of the build-up of shareholding of our Promoters.

<b>MR. DEEPT SARUP AGARWAL</b>								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pre-issue shareholding %	Post-issue shareholding %
03.01.2015	Cash	10,000	10	11.60	Allotment	Owned		
31.03.2015	Cash	20,432	10	10	Acquisition	Owned		
30.03.2017	Cash	1,61,543	10	176	Acquisition	Owned		

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<b>MR. DEEPT SARUP AGARWAL</b>								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pre-issue shareholding %	Post-issue shareholding %
30.03.2017	Cash	16,48,958	10	11.60	Acquisition	Owned		
07.09.2017	Cash	(2)	10	10	Sale	-		
<b>Total</b>		<b>18,40,931</b>					<b>51.00</b>	<b>[•]</b>

<b>MR. ANIL TEKRIWAL</b>								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pre-issue shareholding %	Post-issue shareholding %
12.02.2011	Cash	5,000	10	10	Subscription to MOA	Owned		
05.01.2015	Cash	3,07,587	10	11.60	Allotment	Owned		
31.03.2015	Cash	1,84,655	10	10	Acquisition	Owned		
30.03.2017	Cash	1,33,966	10	176	Acquisition	Owned		
<b>Total</b>		<b>6,31,208</b>					<b>17.48</b>	<b>[•]</b>

<b>MR. TUSHAR JALAN</b>								
Date of Allotment / Transfer	Consideration	No. of Equity Shares	Face value per Share (Rs.)	Issue / Acquisition/Transfer price (Rs.)	Nature of Transactions	Source of Funds	Pre-issue shareholding %	Post-issue shareholding %
03.11.2014	Cash	1,72,413	10	11.60	Allotment	Owned		
31.03.2015	Cash	3,24,526	10	10	Acquisition	Owned		
<b>Total</b>		<b>4,96,939</b>					<b>13.77</b>	<b>[•]</b>

**Details of Promoters' contribution locked in for three years:**

Pursuant to Regulation 32 and 36 of SEBI (ICDR) Regulations aggregate of 20% of the post-Issue capital held by our Promoters shall be considered as promoters' contribution ("Promoters Contribution") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoters Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted consent to include such number of Equity Shares held by them as may constitute 20% of the post-Issue Equity Share capital of our Company as Promoters Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters Contribution from the date of filing of this Draft Prospectus until the commencement of the lock-in period specified above.

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Name	No. of shares locked in	Date of Allotment/ Acquisition/Transfer	Issue Price / Purchase Price / Transfer Price (Rs. per share)	% of Pre-Issue Paid up Equity capital	% of Post Issue Paid up Equity capital
Mr. Deept Sarup Agarwal	20,432	31.03.2015	10.00		
Mr. Anil Tekriwal	5,000	12.02.2011	10.00		
Mr. Anil Tekriwal	3,07,587	05.01.2015	11.60		
Mr. Anil Tekriwal	1,84,655	31.03.2015	10.00		
Mr. Tushar Jalan	1,72,413	03.11.2014	11.60		
Mr. Tushar Jalan	3,24,526	31.03.2015	10.00		
<b>Total</b>	<b>10,14,613</b>			<b>28.19</b>	<b>[●]</b>

We further confirm that the minimum Promoter Contribution of 20% which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being offered to public in the Issue.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoters' Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoters' Contribution subject to lock-in.
- Equity shares issued to our Promoters on conversion of partnership firms into limited companies.

Specific written consent has been obtained from the Promoters for inclusion of the Equity Shares for ensuring lock-in of three years to the extent of minimum 20% of post -Issue paid-up Equity Share Capital from the date of allotment in the proposed public Issue. Promoters' Contribution does not consist of any private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.

The minimum Promoters' Contribution has been brought to the extent of not less than the specified minimum lot and from the persons defined as Promoters under the SEBI (ICDR) Regulations, 2009. The Promoters' Contribution constituting 20% of the post-Issue capital shall be locked-in for a period of three years from the date of Allotment of the Equity Shares in the Issue.

All Equity Shares, which are to be locked-in, are eligible for computation of Promoters' Contribution, in accordance with the SEBI (ICDR) Regulations, 2009. Accordingly we confirm that the Equity Shares proposed to be included as part of the Promoters' Contribution:

- a) have not been subject to pledge or any other form of encumbrance; or

- b) have not been acquired, during preceding three years, for consideration other than cash and revaluation of assets or capitalization of intangible assets is not involved in such transaction;
- c) is not resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the Issuer or from bonus issue against Equity Shares which are ineligible for minimum Promoters' Contribution;
- d) have not been acquired by the Promoters during the period of one year immediately preceding the date of filing of this Draft Prospectus at a price lower than the Issue Price.

#### **Other requirements in respect of lock-in:**

In terms of Regulation 39 of the SEBI ICDR Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.

In terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 36 or 37 of the SEBI ICDR Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

Further in terms of Regulation 40 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters may be transferred to and amongst the Promoter Group or to new promoters or persons in control of the Issuer subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

#### **6. Details of share capital locked in for one year:**

In addition to 20% of the post-Issue shareholding of our Company held by the Promoters (locked in for three years as specified above), in accordance with regulation 36 of SEBI (ICDR) Regulations, 2009, the entire pre-Issue share capital of our Company (including the Equity Shares held by our Promoters) shall be locked in for a period of one year from the date of Allotment in this Issue.

The Equity Shares held by persons other than our Promoters and locked-in for a period of one year from the date of Allotment, in accordance with regulation 37 of SEBI (ICDR) Regulations, 2009, in the Issue may be transferred to any other person holding Equity Shares which are locked-in, subject to the continuation of the lock-in in the hands of transferees for the remaining period and compliance with the Takeover Code.

## 7. Shareholding pattern of our Company:

The table below presents the current shareholding pattern of our Company as on the date of this Draft Prospectus.

**Table I - Summary of Shareholding Pattern**

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up equity shares held (IV)	No. of Partly paid-up equity shares held No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities* (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								No of Voting Rights			Total as a % of (A+B+C)		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
								Class X	Class Y	Total							
(A)	Promoter and Promoter Group	7	35,23,487	-	-	35,23,487	97.61	35,23,487	-	35,23,487	35,23,487	-	97.61	-	-	-	-
(B)	Public	1	86,185	-	-	86,185	2.39	86,185	-	86,185	2.39	-	2.31	-	-	-	-
(C-)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C-2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>8</b>	<b>36,09,672</b>	<b>-</b>	<b>-</b>	<b>36,09,672</b>	<b>100.00</b>	<b>36,09,672</b>		<b>36,09,672</b>	<b>100.00</b>		<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

**Table II - Statement showing Shareholding Pattern of the Promoter and Promoter Group**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be disclosed)							No of Voting Rights		Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total							
(1)	Indian																	
(a)	Individual / Hindu Undivided Family																	
	Deept Sarup Agarwal	-	1	18,40,931	-	-	18,40,931	51.00	18,40,931	-	18,40,931	51.00	-	51.00	-	-	-	-
	Anil Tekriwal	-	1	6,31,208	-	-	6,31,208	17.48	6,31,208	-	6,31,208	17.48	-	17.48	-	-	-	-
	Tushar Jalan	-	1	4,96,939	-	-	4,96,939	13.77	4,96,939	-	4,96,939	13.77	-	13.77	-	-	-	-
	Ashwini Tekriwal	-	1	3,69,532	-	-	3,69,532	10.24	3,69,532	-	3,69,532	10.24	-	10.24	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding , as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
									No of Voting Rights					Total as a % of Total Voting Rights	No. (a)	As a % of total Shares held (b)	No. (a)		As a % of total Shares held (b)
									Class X	Class Y	Total								
		(Not to be Disclosed)																	
	M/s. Tushar Jalan Huf	-	1	1,84,875	-	-	1,84,875	5.12	1,84,875	-	1,84,875	5.12	-	5.12	-	-	-	-	-
	Jaya Agarwal	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00					
	Deept Sarup Agarwal and Jaya Agarwal	-	1	1	-	-	1	0.00	1	-	1	0.00	-	0.00					
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Any Other (Body Corporate)	-													-	-	-	-	-



**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights		Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total							
	<b>Sub Total (A-1)</b>		7	35,23,487	-	-	35,23,487	97.61	35,23,487	-	35,23,487	97.61	-	97.61	-	-	-	-
(2)	<b>Foreign</b>																	
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C 2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights		Total as a % of Total Voting Rights			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total							
	<b>Sub Total (A-2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)		7	35,23,487	-	-	35,23,487	97.61	35,23,487	-	35,23,487	97.61	-	97.61	-	-	-	-

**Table III - Statement showing Shareholding Pattern of the Public shareholder**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
									No of Voting Rights	Total as a % of Total Voting Rights				No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
		(Not to be Disclosed)							Class X	Class Y	Total							
(1)	<b>Institutions</b>																	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
									Class X	Class Y	Total								
	Banks																		
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
									Class X	Class Y	Total								
(3)	<b>Non-institutions</b>																		
(a)	i. Individual shareholders holding nominal share capital up to Rs. 2 lacs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lacs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c.)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of shareholding (III)	No. of fully paid up equity shares held (IV)	Partly paid up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)	
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)		
									Class X	Class Y	Total								
(d)	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other - Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	M/s. Rising Sun International Holdings Limited	-	1	86,185	-	-	86,185	2.39	86,185	-	86,185	2.39	-	2.39	-	-	-	-	-
	<b>Sub-Total (B)(3)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)</b>	-	1	86,185	-	-	86,185	2.39	86,185	-	86,185	2.39	-	2.39	-	-	-	-	-

**Table IV - Statement showing Shareholding Pattern of the Non Promoter- Non Public shareholder**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total							
(1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub total (C)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-



**BUDDHA GLOBAL LIMITED**

Sr. No.	Category & Name of the Shareholders (I)	PAN (II)	No. of share holder (III)	No. of fully paid up equity shares held (IV)	Partly paid-up equity shares held (V)	Nos. of shares underlying Depository Receipts (VI)	Total nos. shares held (VII = IV+V+VI)	Shareholding % calculated as per SCRR, 1957 As a % of (A+B+C2) (VIII)	Number of Voting Rights held in each class of securities (IX)			No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Total shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
		(Not to be Disclosed)							No of Voting Rights			Total as a % of Total Voting Rights		No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
									Class X	Class Y	Total							
	(Share based Employee Benefit) Regulations, 2014)																	
	<b>Total Non-Promoter- Non Public Shareholding (C)= (C)(1)+(C)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Securities and Exchange Board of India (Listing obligations and disclosures Requirement) Regulation, 2015, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of NSE before commencement of trading of such Equity Shares.

8. The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Name of the Promoters	No. of Shares held	Average cost of Acquisition (in Rs.)
Mr. Deept Sarup Agarwal	18,40,931	26.01
Mr. Tushar Jalan	4,96,939	10.56
Mr. Anil Tekriwal	6,31,208	46.01

9. None of our Directors or Key Managerial Personnel hold Equity Shares in our Company, other than as follows:

Name of the Shareholders	No. of Equity Shares	Pre-Issue percentage Shareholding
Mr. Deept Sarup Agarwal	18,40,931	51.00
Mr. Tushar Jalan	4,96,939	13.77
Mr. Anil Tekriwal	6,31,208	17.48
<b>TOTAL</b>	<b>29,69,078</b>	<b>82.25</b>

**10. Pre-Issue and Post Issue Shareholding of our Promoter and Promoter's Group**

Set forth is the shareholding of our Promoter and Promoter Group before and after the proposed issue:

Particulars	Pre Issue		Post Issue	
	No. of Shares	%	No. of Shares	%
<b>Promoter:</b>				
Mr. Deept Sarup Agarwal	18,40,931	51.00	18,40,931	[•]
Mr. Tushar Jalan	4,96,939	13.77	4,96,939	[•]
Mr. Anil Tekriwal	6,31,208	17.48	6,31,208	
<b>Promoter Group</b>				[•]
Mr. Ashwini Tekriwal	3,69,532	10.24	3,69,532	[•]
M/s. TusharJalan HUF	1,84,875	5.12	1,84,875	[•]
Mrs. Jaya Agarwal	1	0.00	1	[•]
Mr. Deept Sarup Agarwal & Mrs. Jaya Agarwal	1	0.00	1	[•]
<b>TOTAL</b>	<b>35,23,487</b>	<b>97.61</b>	<b>35,23,487</b>	[•]

**11. Equity Shares held by top ten shareholders**

- (a) Our top ten shareholders and the number of Equity Shares held by them as on date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Deept Sarup Agarwal	18,40,931	51.00
2	Mr. Tushar Jalan	4,96,939	13.77
3	Mr. Anil Tekriwal	6,31,208	17.48

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
4	Mr. Ashwini Tekriwal	3,69,532	10.24
5	M/s. TusharJalan HUF	1,84,875	5.12
6	Mrs. Jaya Agarwal	1	0.00
7	Mr. Deept Sarup Agarwal & Mrs. Jaya Agarwal	1	0.00
8	M/s. Rising Sun International Holdings Limited	86,185	2.39
	<b>Total</b>	<b>36,09,672</b>	<b>100.00</b>

(b) Our top ten shareholders and the number of Equity Shares held by them ten days prior to the date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of Pre-Issue Capital
1	Mr. Deept Sarup Agarwal	18,40,931	51.00
2	Mr. Tushar Jalan	4,96,939	13.77
3	Mr. Anil Tekriwal	6,31,208	17.48
4	Mr. Ashwini Tekriwal	3,69,532	10.24
5	M/s. TusharJalan HUF	1,84,875	5.12
6	Mrs. Jaya Agarwal	1	0.00
7	Mr. Deept Sarup Agarwal & Mrs. Jaya Agarwal	1	0.00
8	M/s. Rising Sun International Holdings Limited	86,185	2.39
	<b>Total</b>	<b>36,09,672</b>	<b>100.00</b>

(c) Our top ten shareholders and the number of Equity Shares held by them two years prior to date of the Draft Prospectus are as under:

Sr. No.	Name of the Shareholders	No. of Shares	% age of then Capital
1	M/s. Kamdhenu Global Limited	1,521,551	50.00
2	Mr. Anil Tekriwal	4,97,242	16.34
3	Mr. Ashwini Tekriwal	4,96,939	16.33
4	Mr. Tushar Jalan	4,96,939	16.33
5	Mr. Deept Sarup Agarwal	30,432	1.00
	<b>TOTAL</b>	<b>30,43,103</b>	<b>100.00</b>

12. There is no "Buyback", "Standby", or similar arrangement for the purchase of Equity Shares by our Company/Promoters/Directors/Lead Manager for purchase of Equity Shares offered through the Draft Prospectus.

13. None of the persons belonging to the category Public are holding more than 1% of the total number of shares as on the date of this Draft Prospectus except as detailed below:

Sr. No.	Name of the Shareholders	No. of Shares	% age Shareholding
1	M/s. Rising Sun International Holdings Limited	86,185	2.39
	<b>TOTAL</b>	<b>86,185</b>	<b>2.39</b>

14. There have been no purchase or sell of Equity Shares by the Promoters, Promoter Group and the Directors during a period of six months preceding the date on which the Draft Prospectus is filed with NSE - Emerge except as detailed below:

Date of Transaction	Nature of Transaction	No. of Shares	Face Value per Share (Rs.)	Acquisition/ Transfer Price (Rs.)
07.09.2017	Transfer by Mr. Deept Sarup Agarwal to Mrs. Jaya Agarwal	1	10	10
07.09.2017	Transfer by Mr. Deept Sarup Agarwal to Mr. Deept Sarup Agarwal & Mrs. Jaya Agarwal	1	10	10

15. Our Company has not raised any bridge loans against the proceeds of this Issue.
16. Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed in paragraph on "Basis of Allotment" on page 218 of this Draft Prospectus.
17. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off while finalizing the basis of allotment to the nearest integer during finalizing the allotment, subject to minimum allotment lot.

Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to lock-in shall be suitably increased to ensure that 20% of the post issue paid-up capital is locked-in.

18. As on date of filing of this Draft Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares offered through this Public Issue will be fully paid up.
19. On the date of filing the Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
20. Our Company has not issued any Equity Shares out of revaluation reserves and not issued any bonus shares out of capitalization of revaluation reserves.
21. Lead Manager to the Issue viz. Navigant Corporate Advisors Limited does not hold any Equity Shares of our Company.
22. Our Company has not revalued its assets since incorporation.
23. Our Company has not made any public issue since incorporation.
24. There will be only one denomination of the Equity Shares of our Company unless otherwise permitted by law, our Company shall comply with such disclosure, and accounting norms as may be specified by SEBI from time to time.
25. There will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, and rights issue or in any other manner during the period commencing from submission of this Draft Prospectus until the Equity Shares to be issued pursuant to the Issue have been listed.

26. Except as disclosed in the Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six (6) months from the date of opening of the Issue, by way of spilt/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise. However, during such period or a later date, it may issue Equity Shares or securities linked to Equity Shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.
27. At any given point of time, there shall be only one denomination for a class of Equity Shares of our Company.
28. Our Company does not have any ESOS/ESPS scheme for our employees and we do not intend to allot any shares to our employees under ESOS/ESPS scheme from the proposed Issue. As and when, options are granted to our employees under the ESOP scheme, our Company shall comply with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Plan) Guidelines 1999.
29. An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
30. No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
31. Our Company has Eight (8) members as on the date of filing of this Draft Prospectus.

## OBJECTS OF THE ISSUE

Our Company proposes to utilize the net proceeds from the Issue towards funding the following objects and achieve the benefits of listing the equity shares on the NSE Emerge. We believe that the listing of Equity shares will enhance our brand name and provide liquidity to the existing shareholders. Listing will also provide a public market for the Equity Shares in India.

### Objects of the Fresh Issue

1. To part finance incremental working capital requirements of the Company;
2. To meet General corporate purposes;
3. To meet the expenses of the Issue.

We believe that the listing of Equity Shares will enhance our Company's corporate image, brand name and create a public market for our Equity Shares in India.

The main objects clause of our Memorandum of Association and the objects incidental and ancillary to the main objects enables us to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum of Association.

### Utilization of Net Proceeds

The details of the proceeds of the Issue are summarized below:

(Rs. In Lacs)

S. No.	Particulars	Amounts*
1)	Gross Proceeds	[•]
2)	(Less) Issue related expenses*	[•]
3)	<b>Net Proceeds</b>	<b>[•]</b>

*\* To be finalized on determination of Issue Price.*

### FUND REQUIREMENTS

We intend to utilise the Net Proceeds from the Issue, in the manner set below:

Rs. In lacs

S. No.	Particulars	Amounts
1)	To part finance incremental working capital requirements of the Company.	[•]*
2)	General corporate purposes.	[•]*
	<b>Total</b>	<b>[•]*</b>

*\* To be finalized on determination of Issue Price.*

The requirements of the objects detailed above are intended to be funded from the Proceeds of the Issue and Internal Accruals. Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the proposed Issue.

The fund requirement and deployment is based on internal management estimates and our Company's current business plan and is subject to change in light of changes in external circumstances or costs, other financial conditions, business or strategy. These estimates have not been appraised by any bank or financial institution.

As we operate in competitive environment, we may have to revise our expenditure and fund requirements as a result of variations in cost estimates, exchange rate fluctuations and external factors which may not be within the control of our management. This may entail rescheduling and revising the planned expenditures and fund requirements and increasing or decreasing expenditures for a particular purpose at the discretion of our management, within the objects.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “Risk Factors” beginning on page 15 of this Draft Prospectus.

#### **Schedule of implementation/ Utilization of Issue Proceeds**

Our Company proposes to deploy the Net Proceeds in the aforesaid objects as follows:

*(Rs. In lacs)*

Sr. No.	Particulars	Amount Proposed to be Deployed from Net Proceeds	Estimated Schedule of Deployment of Net Proceeds
			FY 2017-18
1)	To part finance incremental working capital requirements of the Company.	[●]*	[●]*
2)	General Corporate Purpose	[●]*	[●]*
	<b>Total</b>	<b>[●]*</b>	<b>[●]*</b>

*\* To be finalized on determination of Issue Price.*

#### **DETAILS OF THE OBJECTS**

##### **1. TO PART FINANCE INCREMENTAL WORKING CAPITAL REQUIREMENTS OF THE COMPANY.**

Our Business is a working capital intensive industry. The increasing operations of our company will in turn lead to the increase in the requirement of working capital. The lead time for procuring the products is high and also in order to ensure readily available customized product along with a low lead time for our clients, we enjoy a lower credit period. Further, we are required to provide sufficient credit period to our clients resulting in high receivables and we enjoy minimum credit from our suppliers through against the same. We intend to increase our turnover over the years for which we would be required to provide extended credit period to our customers, but the credit period that we avail from our suppliers shall not increase substantially. This would require us to have adequate working capital to ensure a smooth and uninterrupted flow of our business operations. Accordingly, we expect a further increase in the working capital requirements in view of current and potential business operations that we may undertake. Accordingly, we have proposed to use Rs. [●] lacs out of the issue proceeds to meet the increase in long term working capital requirements.

*(Rs. In lacs)*

Sr. No.	Particulars	31.03.2017	31.03.2018
		Audited	Projected
<b>A.</b>	<b>Current Assets</b>		
	Inventories	3827.44	5293.00
	Trade receivables	963.00	2236.99
	Other current assets	271.62	95.50
	Cash and bank balances	8.00	6.65
	<b>Total Current Assets</b>	<b>5070.06</b>	<b>7632.14</b>
<b>B.</b>	<b>Current Liabilities</b>		
	Short-term borrowings	28.00	33.00



Sr. No.	Particulars	31.03.2017	31.03.2018
		Audited	Projected
	Trade payable	1148.31	2472.08
	Other current liabilities	2327.00	2360.00
	Short-term provisions	43.67	55.82
	<b>Total Current Liabilities</b>	<b>3546.98</b>	<b>4920.90</b>
C.	<b>Working Capital Gap (A-B)</b>	<b>1523.08</b>	<b>2711.24</b>
	<b>Working Capital Requirement</b>		<b>1188.16</b>
D.	<b>Owned Funds/Internal Accruals available for working capital</b>	-	[●]*
E.	<b>Working Capital funding through IPO Proceeds</b>	-	[●]*

As per our estimates we would require Rs. [●]\* lacs out of the issue proceeds to meet the working capital requirements.

*\* To be finalized on determination of Issue Price.*

#### **Justification of Holding Level**

- **Trade Receivables:**

The level of receivables as at 31st March, 2018 is estimated at 1 month as compared to 17 days in the previous fiscal year 2017.

- **Creditors:**

Creditors level for fiscal 2018 are estimated at 1 month as compared to 18 days in the previous fiscal year 2017.

- **Inventory:**

Inventory levels for fiscal 2018 are estimated at 67 days as compared to 66 days in the previous fiscal year 2017.

## **2. TO FINANCE THE GENERAL CORPORATE PURPOSE.**

The Net Proceeds will first be utilized towards the Objects set out above, as well as meeting the Issue-related expenses. Subject to this, our Company intends to deploy any balance left out of the Net Proceeds of Rs. [●] Lacs towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time. We confirm that utilization for general corporate purposes will not exceed 25% of the Net Proceeds of the Issue, in compliance with the SEBI ICDR Regulations.

Such general corporate purposes may include, but are not restricted to, the following:

- Strategic initiatives, including investments or acquisitions, from time to time;
- Brand building, promotional and outreach activities;
- Strengthening our infrastructure and systems and processes, in-house training initiatives, etc.;
- Repayment of present or future loans; and
- Ongoing general corporate purposes or exigencies, as approved by the Board, subject to compliance with applicable law.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time.

## ISSUE RELATED EXPENSES

The expenses for this Issue include issue management fees, underwriting fees, registrar fees, legal advisor fees, printing and distribution expenses, advertisement expenses, depository charges and listing fees to the Stock Exchange, among others. The total expenses for this Issue are estimated not to exceed Rs. [●] Lacs.

Particulars	Amount (Rs. in Lacs)	% of Total Issue Expenses	% of Total Issue Size
Issue management fees, Underwriting Fees selling commissions, brokerages, Payment to other intermediaries such as Legal Advisors, Registrars etc.	[●]*	[●]*	[●]*
Market Making Fees for three years	[●]*	[●]*	[●]*
Printing & Stationery, Distribution, Postage, etc.	[●]*	[●]*	[●]*
Advertisement & Marketing Expenses	[●]*	[●]*	[●]*
Regulatory & other expenses	[●]*	[●]*	[●]*
Miscellaneous Expenses	[●]*	[●]*	[●]*
<b>Total</b>	<b>[●]*</b>	<b>[●]*</b>	<b>[●]*</b>

*\* To be finalized on determination of Issue Price.*

## Details of funds already deployed till date and sources of funds deployed

The funds deployed up to 31<sup>st</sup> October, 2017 pursuant to the object of this Issue as certified by the Auditors of our Company, viz. M/s. v. Malani & Company, Chartered Accountants pursuant to their certificate dated 8<sup>th</sup> November, 2017 is given below:

Deployment of funds	Amount (Rs. In Lacs)
Issue Related Expenses	10.00
<b>Total</b>	<b>10.00</b>

Sources of funds	Amount (Rs. In Lacs)
Internal Accruals	10.00
Bank Finance	-
<b>Total</b>	<b>10.00</b>

## BRIDGE FINANCING

We have not entered into any bridge finance arrangements that will be repaid from the Net Issue Proceeds. However, we may borrow such amounts, as may be required, from other lenders until the completion of the Issue. Further, we may draw down such amounts, as may be required, from an overdraft arrangement / cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue. Any amount that is borrowed from lenders or drawn down from the overdraft arrangement / cash credit facility during this period to finance additional working capital needs will be repaid from the Net Proceeds of the Issue.

## APPRAISAL BY APPRAISING AGENCY

None of the Objects have been appraised by any bank or financial institution or any other independent third party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including variations in interest rate structures, changes in our financial condition and current commercial conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

## **INTERIM USE OF FUNDS**

Pending utilization of the Issue Proceeds for the Objects of the Issue described above, our Company shall deposit the funds only in Scheduled Commercial Banks included in the Second Schedule of Reserve Bank of India Act, 1934.

In accordance with Section 27 of the Companies Act, 2013, our Company confirms that, pending utilisation of the proceeds of the Issue as described above, it shall not use the funds from the Issue Proceeds for any investment in equity and/or real estate products and/or equity linked and/or real estate linked products.

## **MONITORING UTILIZATION OF FUNDS**

As the size of the Issue does not exceed Rs. 10,000 lacs, in terms of Regulation 16 of the SEBI Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee shall monitor the utilization of the Net Proceeds.

Pursuant to Regulation 32 of the Listing Regulations, our Company shall on a half yearly basis disclose to the Audit Committee the uses and application of the Issue Proceeds. Until such time as any part of the Issue Proceeds remains unutilized, our Company will disclose the utilization of the Issue Proceeds under separate heads in our Company's balance sheet(s) clearly specifying the amount of and purpose for which Issue Proceeds have been utilized so far, and details of amounts out of the Issue Proceeds that have not been utilized so far, also indicating interim investments, if any, of such unutilized Issue Proceeds. In the event that our Company is unable to utilize the entire amount that we have currently estimated for use out of the Issue Proceeds in a Fiscal Year, we will utilize such unutilized amount in the next financial year. Further, in accordance with Regulation 32(1) (a) of the Listing Regulations our Company shall furnish to the Stock Exchanges on a half yearly basis, a statement indicating material deviations, if any, in the utilization of the Issue Proceeds for the objects stated in this Draft Prospectus.

## **CONFIRMATION REGARDING PURCHASE OF SECOND-HAND EQUIPMENT AND MACHINERY**

No second-hand equipment and machinery is proposed to be purchased by our Company from the Net Proceeds.

## **OTHER CONFIRMATIONS**

No part of the proceeds of the Issue will be paid by us to the Promoters and Promoter Group, the Directors, associates or Key Management Personnel, except in the normal course of business and in compliance with applicable.

## **VARIATION IN OBJECTS**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the Postal Ballot Notice) shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English and one in the vernacular language of the jurisdiction where the Registered Office is situated. Our Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

## **BASIS FOR ISSUE PRICE**

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares is Rs.10/- and Issue Price is Rs. [●]/- per Equity Shares i.e. [●] times the face value.

Investors should read the following summary with the “Risk Factors” beginning from page 15 of this Draft Prospectus, section titled “Our Business” beginning from page 96 and “Financial Information” beginning from page 137 of this Draft Prospectus. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

### **QUALITATIVE FACTORS**

Some of the qualitative factors, which form the basis for computing the price are:

- 1) **Experienced Promoters and a well trained employee base** - Our promoters Mr. Deept Sarup Agarwal, Mr. Anil Tekriwal and Mr. Tushar Jalan are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Since starting of operations, we have witnessed consistent and stable growth. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enable us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.
- 2) **Strong financial position** - We believe that our strong financial position will provide us with the financial flexibility to fund our growth and expansion and allow us to respond quickly and competitively to further capitalise on emerging opportunities in the market.
- 3) **Improving functional efficiency** - Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.
- 4) **Established brand and image** - We are engaged in providing services to our clients and over the years, we believe that we have established ourselves as a reliable brand in India as well as outside India wherein our clients trust us for our quality, consistency and continuous performance.

### **QUANTITATIVE FACTORS**

The information presented below relating to the Company is based on the restated financial statements of the Company for Financial Year 2015, 2016, 2017 and for the period ended 30<sup>th</sup> June, 2017 prepared in accordance with Indian GAAP. Some of the quantitative factors, which form the basis for computing the price, are as follows:

#### **I. Basic Earnings per Share (EPS) (on Face value of Rs. 10 per share) as per Accounting Standard 20**

<b>Year ended</b>	<b>EPS (Rs.)</b>	<b>Weight</b>
March 31, 2015	6.64	1
March 31, 2016	0.88	2
March 31, 2017	2.48	3
<b>Weighted average</b>	<b>2.64</b>	
<b>Audited period ended 30.06.2017 (Not Annualised)</b>	<b>0.96</b>	

- EPS Calculations have been done in accordance with Accounting Standard 20-“Earning per Share” issued by the Institute of Chartered Accountants of India.
- Basic earnings per share are calculated by dividing the net profit after tax by the weighted average number of Equity Shares outstanding during the period. Weighted Average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year/period adjusted by the number of Equity Shares issued during year/period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

**II. Price to Earnings (P/E) ratio in relation to Issue Price of Rs. [●] per Equity Share of Rs. 10 each fully paid up.**

- Based on three Months (3) months ended as on 30<sup>th</sup> June, 2017; at EPS of Rs. 0.96 as per Restated Financial Statements, the P/E ratio is [●].
- Based on fiscal year as on 31<sup>st</sup> March, 2017; at EPS of Rs. 2.48 as per Restated Financial Statements, the P/E ratio is [●].
- Based on weighted average EPS of Rs. 2.64 as per Restated Financial Statements, the P/E ratio is [●].
- Industry PE\*:

Particulars	P/E Ratio
Lowest	[●]
Highest	[●]
Average	[●]

\*Source: [●]

**III. Return on Net worth (RoNW)**

Year Ended	RoNW (%)	Weight
March 31, 2015	6.18	1
March 31, 2016	4.86	2
March 31, 2017	5.85	3
<b>Weighted Average</b>	<b>5.58</b>	
for Audited Financials period ended 30.06.2017 (Not Annualised)	2.29	

- **Note:** The RoNW has been computed by dividing net profit after tax as restated, by Net Worth as at the end of the year excluding miscellaneous expenditure to the extent not written off.

**IV. Minimum Return on Total Net Worth post issue needed to maintain Pre Issue EPS for the year ended March 31, 2017 is [●] % on restated financial Statements.**

**V. Net Asset Value per Equity Shares (NAV)**

Particulars	Amount (In Rs.) On the basis of Financial Statements
Net Asset Value per Equity Share as of March 31, 2017	42.34
Net Asset Value per Equity Share as of June 30, 2017	42.07
Net Asset Value per Equity Share after the Issue	[●]
Issue Price per equity share	[●]

Net Asset Value per Equity Share has been calculated as net worth divided by number of equity shares outstanding at the end of the period.

## VI. Comparison with other listed companies

There are listed companies in India in the trading of foodgrains and other agriculture products with one or more business segments common to ours and these are as given below:

Companies	EPS#	PE Ratio	RoNW %	NAV (Per Share)	Face Value (Rs. Per share)	Total Income (Rs. Lacs) In	PAT (Profit for the year)
Buddha Global Limited <sup>1</sup>	2.48	17.07	5.85	42.34	10	21,178.41	86.87
Buddha Global Limited <sup>2</sup>	0.96	43.82	2.29	42.07	10	7,742.48	34.72
<b>Peer Group*</b>							
Agro Tech Foods Ltd. (On standalone basis)	11.88	45.60	8.85	147.67	10	80653.4	2895.7
Agrimony Commodities Ltd. (On standalone basis)	0.01	450.00	0.12	11.46	10	1056.75	1.54

(1. Based on March 31, 2017 restated financial statements)

(2. Based on June 30, 2017 restated financial statements)

Source: bseindia.com and Annual Report for the year ended March 31, 2017 and for calculating PE ratio, closing market price as on 31.03.2017 or latest trading date prior to 31.03.2017 is considered.

The Company in consultation with the Lead Managers and after considering various valuation fundamentals including Book Value and other relevant factors, believes that Issue price of Rs. [●] per Equity Share for the Public Issue is justified in view of the above parameters.

For further details refer to the section titled “**Risk Factors**” beginning on page 15 and the financials of the Company including profitability and return ratios, as set out in the section titled “**Financial Information**” beginning on page 137 of this Draft Prospectus for a more informed view.

## STATEMENT OF TAX BENEFITS

To,  
The Board of Directors,  
Buddha Global Limited  
S-402, Ground Floor,  
Greater Kailash-1, South Delhi  
New Delhi-110048

**Sub: Statement of Possible Special Tax Benefits Available to the Company and its shareholders prepared in accordance with the requirements under Schedule VIII-Clause (VII) (L) of the SEBI (ICDR) Regulations, 2009, as amended (the "Regulations")**

We hereby report that the enclosed annexure prepared by Buddha Global Limited, states the possible special tax benefits available to Buddha Global Limited ("the Company") and the shareholders of the Company under the Income Tax Act, 1961 ("Act"), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil. The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and shareholders do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares ("the Offer") by the Company.

We do not express any opinion or provide any assurance as to whether:

- i. Company or its shareholders will continue to obtain these benefits in future; or
- ii. The conditions prescribed for availing the benefits has been/ would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other offer related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For V. Malani & Associates**  
**Chartered Accountants**

Sd/-

**Vinay Malani**

**Prop.**

**Membership No. - 505391**

**FRN: 020525N**

**Place: New Delhi**

**Date: 08.11.2017**



### **ANNEXURE TO THE STATEMENT OF TAX BENEFITS:**

The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

#### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

The Company is not entitled to any special tax benefits under the Act.

#### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

The Shareholders of the Company are not entitled to any special tax benefits under the Act

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein.

Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

## SECTION IV

## ABOUT OUR COMPANY

## INDUSTRY OVERVIEW

*(The information in this chapter has been extracted from publicly available documents prepared by various sources etc. This data has not been prepared or independently verified by us or the Lead Manager or any of their or our respective affiliates or advisors. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the section titled “Risk Factors” on page 15 of this Draft Prospectus. Accordingly, investment decisions should not be based on such information)*

**INDUSTRY OVERVIEW****Global Economic Overview**

The pickup in global growth anticipated in the April World Economic Outlook remains on track, with global output projected to grow by 3.5 percent in 2017 and 3.6 percent in 2018. The unchanged global growth projections mask somewhat different contributions at the country level. U.S. growth projections are lower than in April, primarily reflecting the assumption that fiscal policy will be less expansionary going forward than previously anticipated. Growth has been revised up for Japan and especially the euro area, where positive surprises to activity in late 2016 and early 2017 point to solid momentum. China’s growth projections have also been revised up, reflecting a strong first quarter of 2017 and expectations of continued fiscal support. Inflation in advanced economies remains subdued and generally below targets; it has also been declining in several emerging economies, such as Brazil, India, and Russia.

While risks around the global growth forecast appear broadly balanced in the near term, they remain skewed to the downside over the medium term. On the upside, the cyclical rebound could be stronger and more sustained in Europe, where political risk has diminished. On the downside, rich market valuations and very low volatility in an environment of high policy uncertainty raise the likelihood of a market correction, which could dampen growth and confidence. The more supportive policy tilt in China, especially strong credit growth, comes with rising downside risks to medium-term growth. Monetary policy normalization in some advanced economies, notably the United States, could trigger a faster-than-anticipated tightening in global financial conditions. And other risks discussed in the April 2017 WEO, including a turn toward inward-looking policies and geopolitical risks, remain salient.

Projected global growth rates for 2017-18, though higher than the 3.2 percent estimated for 2016, are below pre-crisis averages, especially for most advanced economies and for commodity-exporting emerging and developing economies. Among the former, many face excess capacity as well as headwinds to potential growth from aging populations, weak investment, and slowly advancing productivity. In view of weak core inflation and muted wage pressures, policy settings should remain consistent with lifting inflation expectations in line with targets, closing output gaps, and—where appropriate—external rebalancing. Reforms to boost potential output are of the essence, and slow aggregate output growth makes it even more important that gains are shared widely across the income distribution. Financial stability risks need close monitoring in many emerging economies. Commodity exporters should continue adjusting to lower revenues, while diversifying their sources of growth over time.

**The Global Economy Maintains Momentum**

The cyclical recovery continues. Growth outturns in the first quarter of 2017 were higher than the April WEO forecasts in large emerging and developing economies such as Brazil, China, and Mexico, and in several advanced economies including Canada, France, Germany, Italy, and Spain. High-frequency indicators for the second quarter provide signs of continued strengthening of global activity. Specifically, growth in global trade and industrial production remained well above 2015-16 rates despite retreating from the very strong pace registered in late

2016 and early 2017. Purchasing managers' indices (PMIs) signal sustained strength ahead in manufacturing and services.

Commodities and inflation. Oil prices have receded, reflecting strong inventory levels in the United States and a pickup in supply. Headline inflation also generally softened as the impact of the commodity price rebound of the second half of 2016 faded, and remains at levels well below central bank targets in most advanced economies. Core inflation has remained broadly stable. It has largely been stable in emerging economies as well, with a few, such as Brazil and Russia, witnessing strong declines.

Bond and equity markets. Long-term bond yields in advanced economies, which had declined since March, rebounded in late June and early July. The U.S. Federal Reserve raised short-term interest rates in June, but markets still expect a very gradual path of U.S. monetary policy normalization. Bond spreads over Germany have compressed sharply in France, Italy, and Spain on reduced electoral uncertainty and firming signs of recovery. Equity prices in advanced economies remain strong, signaling continued market optimism regarding corporate earnings. Markets are also optimistic about emerging market prospects as reflected in strengthening equity markets and some further compression of interest rate spreads. Oil exporters provide an exception to this pattern, in light of the marked weakening of oil prices since March.

Exchange rates and capital flows. As of end-June, the U.S. dollar has depreciated by around 3½ percent in real effective terms since March, while the euro has strengthened by a similar amount on increased confidence in the euro area recovery and a decline in political risk. Over the same period, exchange rate changes across emerging market currencies have been relatively modest, with some strengthening of the Mexican peso on tighter monetary policy and reduced concerns about U.S. trade frictions, and a depreciation of the Brazilian real on renewed political uncertainty. Capital flows to emerging economies have been resilient in the first few months of 2017, with a notable pickup in non-resident portfolio inflows.

### Global Growth Forecast to Pick up in 2017 and 2018

Global growth for 2016 is now estimated at 3.2 percent, slightly stronger than the April 2017 forecast, primarily reflecting much higher growth in Iran and stronger activity in India following national accounts revisions. Economic activity in both advanced economies and emerging and developing economies is forecast to accelerate in 2017, to 2 percent and 4.6 percent respectively, with global growth projected to be 3.5 percent, unchanged from the April forecast. The growth forecast for 2018 is 1.9 percent for advanced economies, 0.1 percentage point below the April 2017 WEO, and 4.8 percent for emerging and developing economies, the same as in the spring. The 2018 global growth forecast is unchanged at 3.6 percent. The revisions reflect primarily the macroeconomic implications of changes in policy assumptions for the world's two largest economies, the United States and China, as discussed below.

### Advanced economies

- The growth forecast in the United States has been revised down from 2.3 percent to 2.1 percent in 2017 and from 2.5 percent to 2.1 percent in 2018. While the markdown in the 2017 forecast reflects in part the weak growth outturn in the first quarter of the year, the major factor behind the growth revision, especially for 2018, is the assumption that fiscal policy will be less expansionary than previously assumed, given the uncertainty about the timing and nature of U.S. fiscal policy changes. Market expectations of fiscal stimulus have also receded.
- The growth forecast has also been revised down for the United Kingdom for 2017 on weaker-than-expected activity in the first quarter.
- By contrast, growth projections for 2017 have been revised up for many euro area countries, including France, Germany, Italy, and Spain, where growth for the first quarter of 2017 was generally above expectations. This, together with positive growth revisions for the last quarter of 2016 and high-frequency

indicators for the second quarter of 2017, indicate stronger momentum in domestic demand than previously anticipated.

- The growth forecast for 2017 was also revised up for Canada, where buoyant domestic demand boosted first-quarter growth to 3.7 percent and indicators suggest resilient second-quarter activity, and marginally for Japan, where private consumption, investment, and exports supported first-quarter growth.

### Emerging and developing economies

Emerging and developing economies are projected to see a sustained pickup in activity, with growth rising from 4.3 percent in 2016 to 4.6 percent in 2017 and 4.8 percent in 2018. These forecasts reflect upward revisions, relative to April, of 0.2 percentage point for 2016, and 0.1 percentage point for 2017. As in the most recent WEO forecast vintages, growth is primarily driven by commodity importers, but its pickup reflects to an important extent gradually improving conditions in large commodity exporters that experienced recessions in 2015-16, in many cases caused or exacerbated by declining commodity prices.

- **China's** growth is expected to remain at 6.7 percent in 2017, the same level as in 2016, and to decline only modestly in 2018 to 6.4 percent. The forecast for 2017 was revised up by 0.1 percentage point, reflecting the stronger than expected outturn in the first quarter of the year underpinned by previous policy easing and supply-side reforms (including efforts to reduce excess capacity in the industrial sector). For 2018, the upward revision of 0.2 percentage point mainly reflects an expectation that the authorities will delay the needed fiscal adjustment (especially by maintaining high public investment) to meet their target of doubling 2010 real GDP by 2020. Delay comes at the cost of further large increases in debt, however, so downside risks around this baseline have also increased.
- **Growth in India** is forecast to pick up further in 2017 and 2018, in line with the April 2017 forecast. While activity slowed following the currency exchange initiative, growth for 2016--at 7.1 percent--was higher than anticipated due to strong government spending and data revisions that show stronger momentum in the first part of the year. With a pickup in global trade and strengthening domestic demand, growth in the ASEAN-5 economies is projected to remain robust at around 5 percent, with generally strong first quarter outturns leading to a slight upward revision for 2017 relative to the April WEO.
- **In Emerging and Developing Europe**, growth is projected to pick up in 2017, primarily driven by a higher growth forecast for Turkey, where exports recovered strongly in the last quarter of 2016 and the first quarter of 2017 following four quarters of moderate contraction, and external demand is projected to be stronger with improved prospects for euro area trading partners. The Russian economy is projected to recover gradually in 2017 and 2018, in line with the April forecast.
- After contracting in 2016, economic activity in **Latin America** is projected to recover gradually in 2017-18 as a few countries--including Argentina and Brazil--exit their recessions. In comparison to the April 2017 WEO, Brazil's growth forecast for 2017 is now higher in light of the strong first quarter, but ongoing weakness in domestic demand and an increase in political and policy uncertainty will be reflected in a more subdued pace of recovery, and hence in lower projected growth in 2018. Mexico's growth forecast for 2017 is revised up from 1.7 to 1.9 percent on the back of strong activity in the first quarter of the year, with an unchanged forecast for 2018. Revisions for the rest of the region are mostly to the downside, including a further deterioration of conditions in Venezuela.
- Growth in the **Middle East, North Africa, Afghanistan, and Pakistan** region is projected to slow considerably in 2017, reflecting primarily a slowdown in activity in oil exporters, before recovering in 2018. The 2017-18 forecast is broadly unchanged relative to the April 2017 WEO, but the growth outcome in 2016 is estimated to have been considerably stronger in light of higher growth in Iran. The recent decline in oil prices, if sustained, could weigh further on the outlook for the region's oil exporters.

- In **Sub-Saharan Africa**, the outlook remains challenging. Growth is projected to rise in 2017 and 2018, but will barely return to positive territory in per capita terms this year for the region as a whole—and would remain negative for about a third of the countries in the region. The slight upward revision to 2017 growth relative to the April 2017 WEO forecast reflects a modest upgrading of growth prospects for South Africa, which is experiencing a bumper crop due to better rainfall and an increase in mining output prompted by a moderate rebound in commodity prices. However, the outlook for South Africa remains difficult, with elevated political uncertainty and weak consumer and business confidence, and the country's growth forecast was consequently marked down for 2018.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2017/07/07/world-economic-outlook-update-july-2017>)

## Indian Economy Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## Market size

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Growth in FY2017 (ending 31 March 2018) is expected to be lower than forecast in the Asian Development Outlook 2017 as a new tax regime poses transitory challenges to firms and as investment by state governments and private investors remain muted. A pickup is envisaged in FY2018, aided by restructured bank balance sheets and efficiency gains from the new tax regime, but growth will again fall short of the April forecast. Stronger agriculture will ease inflation by more than expected in FY2017 and FY2108. Current account projections are unchanged.

## Economic forecasts for South Asian countries

GDP growth (%, year)	Inflation (%, year)	Current account balance (% of GDP)
Country	2017 <sup>f</sup>	2018 <sup>f</sup>
Afghanistan	2.5	3.0
Bangladesh	7.2	6.9
Bhutan	6.9	8.0
India	7.0	7.4
Maldives	4.2	4.4
Nepal	6.9	4.7
Pakistan	5.3	5.5
Sri Lanka	4.5	5.0
Average	6.7	7.0

f = forecast number.

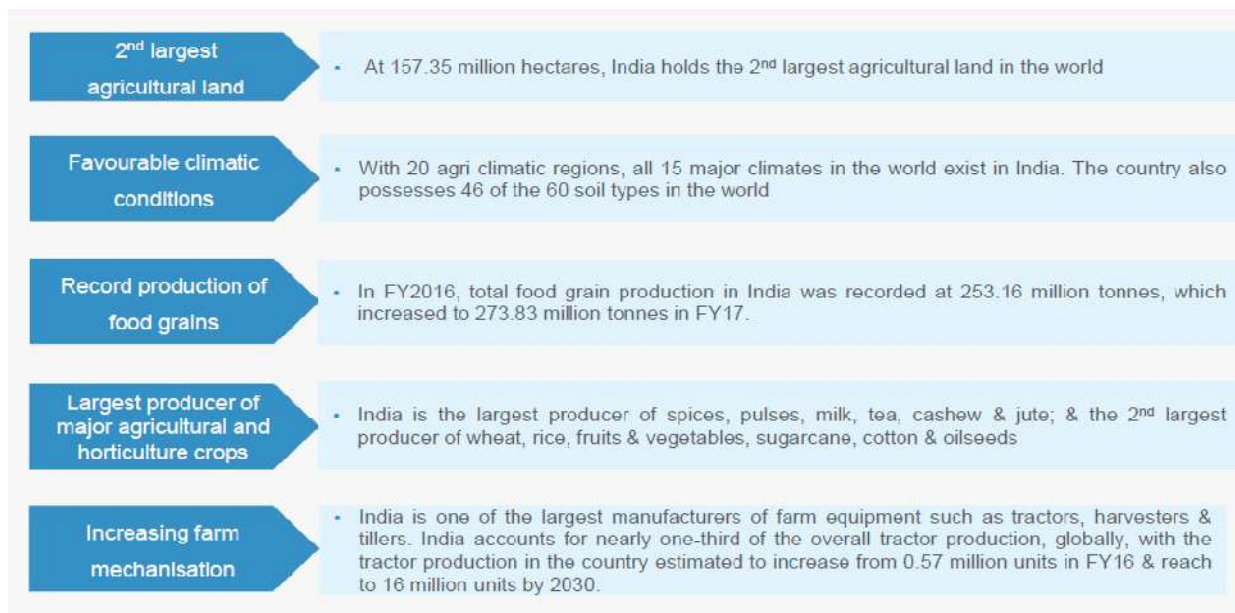
(Source: <https://www.adb.org/countries/india/economy>)

## BRIEF SUMMARY OF INDIAN AGRICULTURE INDUSTRY

Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. As per the 2nd advised estimates by the Central Statistics Office (CSO), the share of agriculture and allied sectors (including agriculture, livestock, forestry and fishery) is estimated to be 17.3 per cent of the Gross Value Added (GVA) during 2016-17 at 2011-12 prices.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment.





(Source: [www.ibef.org](http://www.ibef.org))

## OVERVIEW OF INDIAN FOOD INDUSTRY

### Introduction

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

Accounting for about 32 per cent of the country's total food market, The Government of India has been instrumental in the growth and development of the food processing industry. The government through the Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments in the business. It has approved proposals for joint ventures (JV), foreign collaborations, industrial licenses, and 100 per cent export oriented units.

### Market Size

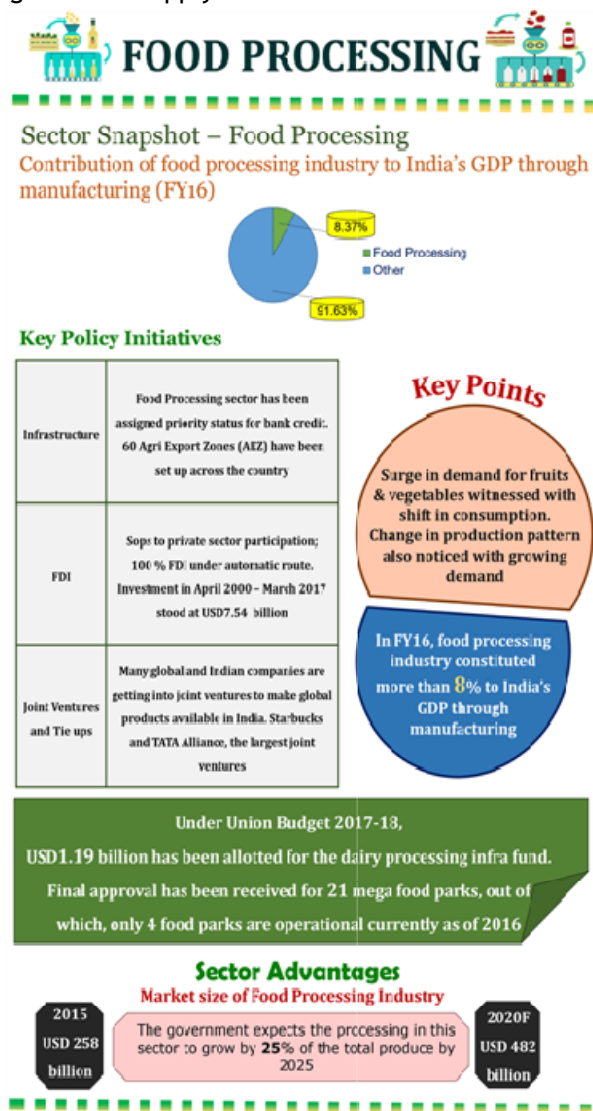
The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment. The Indian gourmet food market is currently valued at US\$ 1.3 billion and is growing at a Compound Annual Growth Rate (CAGR) of 20 per cent. India's organic food market is expected to increase by three times by 2020#.

The online food ordering business in India is in its nascent stage, but witnessing exponential growth. With online food delivery players like FoodPanda, Zomato, TinyOwl and Swiggy building scale through partnerships, the organised food business has a huge potential and a promising future. The online food delivery industry grew at 150 per cent year-on-year with an estimated Gross Merchandise Value (GMV) of US\$ 300 million in 2016.

## Government Initiatives

Some of the major initiatives taken by the Government of India to improve the food processing sector in India are as follows:

- The Government of India aims to boost growth in the food processing sector by leveraging reforms such as 100 per cent foreign direct investment (FDI) in marketing of food products and various incentives at central and state government level along with a strong focus on supply chain infrastructure.
- In Union Budget 2017-18, the Government of India has set up a dairy processing infra fund worth Rs 8,000 crore (US\$ 1.2 billion).
- The Government of India has relaxed foreign direct investment (FDI) norms for the sector, allowing up to 100 per cent FDI in food product e-commerce through automatic route.
- The Food Safety and Standards Authority of India (FSSAI) plans to invest around Rs 482 crore (US\$ 72.3 million) to strengthen the food testing infrastructure in India, by upgrading 59 existing food testing laboratories and setting up 62 new mobile testing labs across the country.
- The Indian Council for Fertilizer and Nutrient Research (ICFNR) will adopt international best practices for research in fertiliser sector, which will enable farmers to get good quality fertilisers at affordable rates and thereby achieve food security for the common man.
- The Ministry of Food Processing Industries announced a scheme for Human Resource Development (HRD) in the food processing sector. The HRD scheme is being implemented through State Governments under the National Mission on Food Processing. The scheme has the following four components:
  - Creation of infrastructure facilities for degree/diploma courses in food processing sector
  - Entrepreneurship Development Programme (EDP)
  - Food Processing Training Centres (FPTC)
  - Training at recognised institutions at State/National level



(Source: [www.ibef.org](http://www.ibef.org))

## Road Ahead

Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry offers several benefits. It

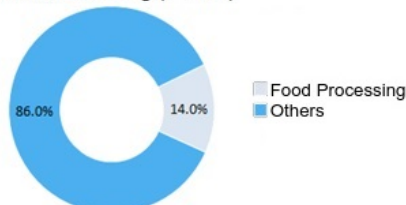


would enable adherence to stringent quality and hygiene norms and thereby protect consumer health, prepare the industry to face global competition, enhance product acceptance by overseas buyers and keep the industry technologically abreast of international best practices.

(Source: [www.ibef.org](http://www.ibef.org))

### Food processing and its segments

Food Processing industry's contribution to India's GDP through manufacturing (FY16\*)



Source: Ministry of Food Processing Industries (MOFPI), TechSci Research  
Notes: \* - Till December 2015, As per latest data available

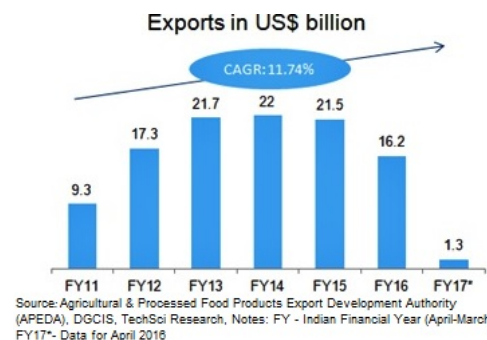
- The food processing industry is one of the largest industries in India and ranks fifth in terms of production, consumption and exports. As per the latest data available, food processing sector is expected to reach US\$ 258 billion in FY15.

- In FY16\* (till December 2015), food processing industry constituted 14 per cent to India's GDP through manufacturing.

(Source: [www.ibef.org](http://www.ibef.org))

### Food Processing Companies in India

- During FY11-16, India's exports of processed food and related products (inclusive of animal products) grew CAGR of 11.74 per cent, reaching US\$ 16.2 billion.
- Main export destinations for food products have been Middle East and Southeast Asia.
- In FY17\* India's exports stood at US\$ 1.3 billion.



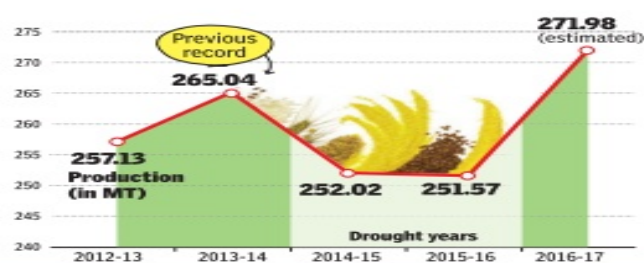
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(Source: [www.ibef.org](http://www.ibef.org))

### INDIAN FOODGRAIN OUTPUT IN 2016-17

#### SHARP INCREASE IN PULSES PRODUCTION

Estimated foodgrain production in 2016-17 — 271.98 million tonnes (MT) (This will be an all-time record)



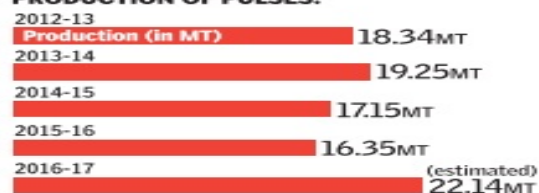
Crop year (July-June)

2016-17 expected to see record production of rice (108.86 MT), wheat (96.64 MT), coarse cereals (44.34 MT) and pulses (22.14 MT)

➤ A shortfall of 10% or more in the monsoon season (June-September) is considered a drought year

Oilseeds (non-foodgrain crops) will also see record production at 33.60 MT

PRODUCTION OF PULSES:



(Source: <https://currentaffairsonly.com/india-foodgrain-output-8-7-record-273-38-mt-2016-17/> )

## OUR BUSINESS

*Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” for a discussion of the risks and uncertainties related to those statements and also the section “Risk Factors” for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward looking statements. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal are to the Twelve-month period ended March 31 of that year.*

*In this section, a reference to the “Company” means Buddha Global Limited. Unless otherwise indicated, financial information included herein are based on our Restated Financial Statements for financial year ended March 31, 2017, 2016, 2015, 2014 and 2013 and for period ended on 30<sup>th</sup> June, 2017 included in this Draft Prospectus on page 137.*

### OVERVIEW

Our Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Uttar Pradesh to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi.

In the year 2011, Mr. Anil Tekriwal alongwith his son Mr. Ashwini Tekriwal who were having experience of 32 years as an entrepreneur in diversified business including hotel, agriculture activities, restaurants & School etc. started this Company, thereafter, Mr. Deept Sarup Agarwal and Mr. Tushar Jalan joined the business with their expertise and experience that gave a new shape to the business.

Our Company deals in exports and imports of foodgrains with a strong network at both the ends of producers and market. We have an unwavering commitment to distribute and source only quality products from sustainable sources. We consistently ensure that the products are always of the desired and promised quality.

Our strategic focus is on good quality products has been a powerful lever for Company's start. Our Company is regular importing various kinds of Pulses in large quantities from numerous Countries like Myanmar, Australia, Singapore, Canada etc. & Exporting the Rice & Maida in UAE, Yemen & Jakarta.

Buddha Global is built for the long term and is strongly established on sustainable fundamentals. Relationships fostered and sustained with our clients over a period of time; serves our aim to add vital value for the client by deeply understanding them and their ecosystem. We believe in creating and passing- enhanced value, enhanced wealth and enhanced goodness with each transaction.

We are also accredited with Federation of Indian Export Organisations Certificate (FIEO) and have been designated for the Agricultural and Processed Food Products Export Development Authority Certificate (APEDA).

Our Company, Buddha Global Limited, is a part of Buddha Group led by our Promoters is professionally managed and a family owned business house based in India with interests in diversified sectors including International trade, education, media, manufacturing, hotels & resorts, retailing and travel.

**BUDDHA GLOBAL LIMITED**

Buddha Group began its journey in 1986 under the name Steel Sales, then a proprietorship business. After more than a decade, the business was re-organized as a corporation under the leadership of Mr. Anil Tekriwal.

We, at Buddha Group, strive to be industry leaders in all our current businesses and aspire to be the pioneers in businesses of the future. We are currently focused to bring out the next phase of growth by entering into new sectors and evolving into, even better players, in our existing businesses.

Our Branch office and Godown are situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India and 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036 respectively.

In the past three (3) years our revenues have increased from Rs. 1851.94 Lacs in F.Y. 2014-2015 to Rs. 4000.75 Lacs in F.Y. 2015-16 and further to Rs. 21178.41 Lacs in F.Y. 2016-17, showing an increase of 116.03% and 429.36%. Our Net Profit after tax for the above mentioned periods are Rs. 23.16 Lacs, Rs. 26.83 Lacs and Rs. 86.87 Lacs, respectively, showing an increase of 15.85% and 223.78%.

Also, Our total revenue for the three months ended on 30<sup>th</sup> June, 2017 is Rs. 7742.48 lacs with a profit after tax of Rs. 34.72 Lacs showing a growing trend of our Business operations over the previous years.

**Details of Total Revenue for the last Five (5) years and for the period ended on 30<sup>th</sup> June, 2017 are as under:**

Financial year	Revenue from operations (Amt in lacs)	Other Income (Amt in lacs)	Total Revenue (Amt in lacs)	Profit before Depreciation, Interest and Tax (Amt in lacs)	Profit after Tax (Amt in lacs)
2012-2013	-	-	-	-	-
2013-2014	4.76	-	4.76	0.48	0.16
2014-2015	1,849.99	1.20	1,851.19	37.03	23.16
2015-2016	3,979.53	21.22	4,000.75	97.26	26.84
2016-2017	21,177.97	0.44	21,178.41	283.22	86.87
Three Months (3) ended 30 <sup>th</sup> June, 2017	7,742.48	-	7,742.48	90.73	34.72

**Details of "Revenue from Operations" with PRODUCT WISE Break Up for the last Five (5) years and for the period ended on 30<sup>th</sup> June, 2017 are as under:**

(Amt in lacs)

FY	Rice		Maida		Pulses		Wheat		Fertilizer		Cattle Feed		Others*		Total
	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt	%	Amt.	%	
2012-2013	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2013-2014	4.76	100	-	-	-	-	-	-	-	-	-	-	-	-	4.76
2014-2015	1763.06	95.30	25.01	1.35	52.12	2.82	9.80	0.53	-	-	-	-	-	-	1849.99
2015-2016	3745.27	94.11	9.97	0.25	6.24	0.16	7.59	0.19	210.46	5.29	-	-	-	-	3979.53
2016-2017	6031.51	28.48	-	-	14711.63	69.47	-	-	122.48	0.58	146.72	0.69	165.63	0.78	21177.97
Three Months (3) ended 30 <sup>th</sup> June, 2017	20.13	0.26	-	-	7684.00	99.24	-	-	-	-	-	-	38.35	0.50	7742.48

\* Other includes Oats, Barley and Cattle Feed.

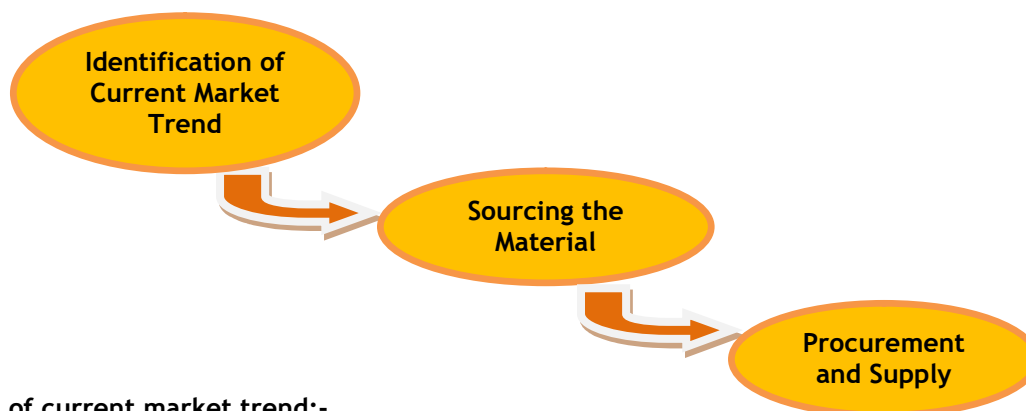
Details of “Revenue from Operations” with REGIONWISE Break Up for the last Five (5) years and for the period ended on 30<sup>th</sup> June, 2017 are as under:

REGION	(Amt. In Lacs)											
	30.06.17		31.03.17		31.03.16		31.03.15		31.03.14		31.03.13	
	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%	Amt.	%
<b>INDIA :-</b>												
Delhi	6710.84	86.67	19560.72	92.36	2946.85	74.05	1617.05	87.41	-	-	-	-
Uttarpradesh	564.22	7.29	973.23	4.60	844.91	21.23	207.93	11.24	4.76	100	-	-
Maharastra	322.37	4.16	135.53	0.64	-	-	-	-	-	-	-	-
Gujrat	26.94	0.35	62.08	0.29	-	-	-	-	-	-	-	-
Rajasthan	5.72	0.07	350.60	1.66	-	-	-	-	-	-	-	-
Madhya Pradesh	81.02	1.05	-	-	-	-	-	-	-	-	-	-
Kolkata	11.23	0.15	-	-	-	-	-	-	-	-	-	-
Punjab	-	-	18.54	0.09	-	-	-	-	-	-	-	-
<b>OUTSIDE INDIA:-</b>												
Dubai, Yemen, Jehaad, Saudi Arabia, Jakarta	20.12	0.26	77.26	0.36	187.76	4.72	25.01	1.35	-	-	-	-
<b>Total</b>	<b>7742.48</b>	<b>100</b>	<b>21177.97</b>	<b>100</b>	<b>3979.52</b>	<b>100</b>	<b>1849.99</b>	<b>100</b>	<b>4.76</b>	<b>100</b>	<b>-</b>	<b>-</b>

**OUR KEY UNIQUE BUSINESS STRENGTHS ARE:**

- 1) Experienced Promoters and a well trained employee base** - Our promoters Mr. Deept Sarup Agarwal, Mr. Anil Tekriwal and Mr. Tushar Jalan are experienced in our line of business. Our management and employee team combines expertise and experience to outline plans for the future development of the company. Since starting of operations, we have witnessed consistent and stable growth. Our Promoters have significant industry experience and has been instrumental in the consistent growth of our company. We believe that the knowledge and experience of our promoter and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.
- 2) Strong financial position** - We believe that our strong financial position will provide us with the financial flexibility to fund our growth and expansion and allow us to respond quickly and competitively to further capitalise on emerging opportunities in the market.
- 3) Improving functional efficiency** - Our Company intends to improve operating efficiency to achieve cost reductions to have a competitive edge over the peers. We believe that this can be done through continuous process improvement, customer services.
- 4) Established brand and image**- We are engaged in providing services to our clients and over the years, we believe that we have established ourselves as a reliable brand in India as well as outside India wherein our clients trust us for our quality, consistency and continuous performance.

**OUR BUSINESS PROCESS CAN BE SUMMARIZED AS UNDER:-**



**Identification of current market trend:-**

We keep a close watch on the current trend and demand in industry. Based on the analysis of our team we source the products and maintain stock of the same. Our ability to leverage our knowledge and analytical framework from our network help our clients gain key insights to address their critical business challenges.

**Sourcing the material:-**

Based on feedback of our team, we explore the various options for sourcing the products. For identifying the vendors, we assess the various possible options on factors such as capacity, credibility in the market, quality awareness and experience. After identifying the vendors for the goods, we place purchase orders.

**Procurement and supply:-**

We procure products as per the customers demand from the suppliers. The products are made available with smallest possible delivery time cycle so that our clients does not have to invest in huge stocks.

**LOCATIONS:**

We currently operate from the following office:

**Registered office:** S-402, Greater Kailash Part-I, New Delhi-110048.

**Branch Office:** Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India.

**Godown:** 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036.

**COLLABORATIONS:**

The Company has so far not entered into any technical or financial collaboration agreement.

**UTILITIES & INFRASTRUCTURE FACILITIES:**

We have our Registered Office at S-402, Greater Kailash Part-I, New Delhi-110048 and branch offices at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India which are well equipped with computer systems, internet connectivity, other communication equipment, security, transport and other facilities and Godown is situated at 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036 which are required for our business operations to function smoothly.

**PLANT AND MACHINERY:**

Since we are a trading company, we do not own any major plant and machinery as on the date of this Prospectus.

#### **CAPACITY AND CAPACITY UTILISATION:**

Our Company is engaged in the trading business and hence capacity and capacity utilisation of plant and machinery is not applicable.

#### **HUMAN RESOURCES:**

The details of manpower employed as on date of Draft Prospectus are as under:

Category	No. of Employees
<b>Management:</b>	
Directors	3
<b>Administration, Accounts &amp; Finance, Marketing:</b>	
Sales Manager & Marketing	2
Accounts & Legal	3
Office Assistant/Workment etc.	1
<b>TOTAL</b>	<b>9</b>

#### **MAJOR CUSTOMERS:**

Our major customers for the three months ended on 30<sup>th</sup> June, 2017 include the following:

S.No.	Name of Customer	Amt. In Lacs (Rs.)	% of total Revenue
1.	S.G.Polyplast Pvt.Ltd.	1964.63	25.37
2.	Faqir Chand Dalip Kumar	1410.98	18.22
3.	Mahavir Prasad Suresh Kumar	1045.39	13.50
4.	Sun Wise Ad's	938.96	12.13
5.	Sun Shine Impex	526.78	6.80
6.	Kalki Trading	477.89	6.17
7.	Rupal Traders	137.75	1.78
8.	Rajasthan Pulses	113.28	1.46
9.	Shri Sanwariya Agro Industries	99.63	1.29
10.	Deep Food	61.66	0.80

#### **MAJOR SUPPLIERS:**

Our major suppliers for the three months ended on 30<sup>th</sup> June, 2017 include the following:

S.No.	Name of Supplier	Amt. In Lacs (Rs.)	% of total Purchases
1.	Millenium Industries Pte Ltd.	5045.92	71.82
2.	Dalip Jindal Agro Packaging Pvt Ltd	547.07	7.79
3.	Savitri International	384.33	5.47
4.	Faqir Chand Dalip Kumar	377.50	5.37
5.	Ankit Impex India	126.67	1.80
6.	Sharda Rice Mill	116.03	1.65
7.	Parkash Pulses	87.02	1.24



8.	Uma Traders (Delhi)	80.00	1.14
9.	Rolex Pride India	53.86	0.77
10.	Krishna Enterprises	50.00	0.71

#### **OUR BUSINESS STRATEGIES:**

- 1. Expansion of Global Market:-** We intend to expand our geographical reach and enter the large market for growth opportunities of our business globally. We plan to deepen our presence in the existing market and expand our reach and penetrate into the large available market by giving scale down low price solution and grab major market share.
- 2. Expanding product portfolio:-** Our Company is planning to direct its efforts towards expanding its product segment to serve end users. We also plan to add new products, and adding wide varieties for existing product range.
- 3. Expanding our Clientele Base:-** Our Company is strategizing to strengthen its cliental base. Our present customer base comprises of a large number of Overseas & Indian Companies/concerns. Our Company intends to grow business continuously by adding new customers.
- 4. Leveraging our Market skills and Relationships:-** This is a continuous process in our organization and the skills that we impart in our people give importance to customers. We aim to enhance the growth by leveraging our relationships and further enhancing customer satisfaction. We plan to increase our customers by meeting orders in hand on time, maintaining our customer relationship and renewing our relationship with existing buyers.
- 5. Pursue strategic acquisitions:** In order to expand, we seek to identify acquisition targets and/or joint venture partners whose resources, capabilities, technologies and strategies are complementary to and are enabling us to establish our presence in new geographical locations.
- 6. Improving operational efficiencies:** Improving operational efficiencies is the key to success of any business. Our Company intends to improve efficiencies to achieve cost reductions so that they can be competitive. We believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions will enable us to penetrate into new catchment areas within these regions. As a result of these measures, our Company will be able to increase its market share and profitability.

#### **MARKETING STRATEGY:**

We employ a variety of marketing methods to market our products and services to build our brand image and achieve the desired business results. We promote our brand awareness by carrying out the activities such as presentation and hoardings in different part of cities, place banners and signboards at prominent locations, organizing Kissan Ghostis and participation in farmer's related exhibitions and Expos. The efficiency of the marketing and sales network is critical to the success of our Company. Our success lies in the strength of our relationship with our channels that are associated with our Company. Our team through their experience owing to timely and quality delivery of services plays an instrumental role in creating and expanding a work platform for our Company. We have marketing professionals for our domestic operations.

We believe our relationship with our Marketing channels is cordial and established as we repeat order flows. To retain our distributors, our team regularly interacts with them and focuses on gaining and insight into the additional needs of customers.

We intend to expand our existing customer base by reaching out to other geographical areas and expanding our export operations. Our marketing team is ready to take up challenges so as to scale new heights.

### **COMPETITION:**

The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our customers and suppliers who have been associated with our Company. Our marketing team through their experience and good rapport with clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding work platform for our Company. To retain our customers, our marketing team regularly interacts with them and focuses on gaining an insight into the additional needs of customers. We intend to expand our existing customer base by reaching out to other geographical areas. Our marketing team is ready to take up challenge so as to scale new heights.

### **EXPORT POSSIBILITIES & EXPORT OBLIGATION:**


We do not have any outstanding export obligations.

### **SWOT:**

<b>Strengths:</b> <ul style="list-style-type: none"> <li>• Cordial relations with Customers;</li> <li>• In depth knowledge of Industry - Commercial &amp; Technical;</li> <li>• Established manufacturing facility;</li> <li>• Experienced management team;</li> <li>• Global Presence.</li> </ul>	<b>Weaknesses:</b> <ul style="list-style-type: none"> <li>• Dependent upon growth in food industry;</li> <li>• Insufficient market reach;</li> <li>• Surge in finance needs to cope up with the increased demand;</li> <li>• Heavy dependence on suppliers for right quality of raw materials.</li> </ul>
<b>Opportunities:</b> <ul style="list-style-type: none"> <li>• Growing acceptance by consumers;</li> <li>• Opportunities in the Asian market;</li> <li>• Rise in the demand for quality foodgrain worldwide;</li> <li>• Listing the company under a stock exchange will open up huge avenues of capital for the company to support its expansion plans and allows it to venture into new businesses.</li> </ul>	<b>Threats:</b> <ul style="list-style-type: none"> <li>• Industry is prone to changes in government policies, any material changes in the duty or may adversely impact our financials;</li> <li>• Fluctuations in raw material prices;</li> <li>• There are no entry barriers in our industry which puts us to the threat of competition from new entrants;</li> <li>• Intense competitive pressure;</li> <li>• Rising labor wages.</li> </ul>

### **OUR PRODUCTS:**

Following are our major products:

Rice and Wheat	
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## Pulses & Legumes Family



### QUALITY:

We are wholly committed to build and sustain itself as an organization where quality shall be the hallmark of every aspect. We check the entire process right from procurement of materials to final delivery. Our maximum attention is paid to upgrade our process and system to achieve consistent product quality and customer satisfaction.

### OUR PROPERTIES:

**Registered office:** S-402, Greater Kailash Part-I, New Delhi-110048.

**Branch Office:** Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India.

**Godown:** 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036.

#### ***Note 1: Interest in Property by our Promoters and Promoter Group***

We operate from our registered office situated at S-402, Greater Kailash Part-I, New Delhi-110048. M/s. A.D. Exports Private Limited, a Promoter Group Company had provided the premise for registered office on lease vide rent agreement dated 6<sup>th</sup> November, 2015 for a period of 36 months that was altered vide letter dated 1<sup>st</sup> May, 2016 for a period of eleven (11) months on rent free basis and that was extended for a further period of eleven (11) months vide letter dated 1<sup>st</sup> October, 2016 and that was further extended for a further period of eleven (11) months vide letter dated 1<sup>st</sup> September, 2017 to use the place situated at S-402, Greater Kailash Part-I, New Delhi-110048 as registered office and other purposes. Also, M/s. Buddha India Hotels Private Limited, a Promoter Group Company has provided to use the property situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India as Branch office on lease vide rent agreement dated 1<sup>st</sup> July, 2014 for a period of eleven (11) months and that was extended for a further period from 1<sup>st</sup> April, 2015 to 29<sup>th</sup> February, 2016 vide letter dated 28<sup>th</sup> February, 2015 and that was further extended for a period from 1<sup>st</sup> March, 2016 to 31<sup>st</sup> March, 2017 vide letter dated 1<sup>st</sup> February, 2016 and that was further extended for a period of eleven (11) months vide No Objection Certificate dated 30<sup>th</sup> March, 2017. Any discontinuance of facility to use the office will lead us to locate any other premises. Our inability to identify the new premises may adversely affect the operations, finances and profitability of our Company.

#### ***Note 2: Purchase of Property***

We have not entered into any agreement to buy/sell any property with the promoters or Director or a proposed director who had any interest directly or Indirect.

**Details of Property taken on leave & Licence by Our Company:**

S.No.	Details of the Property	Licensor/Vendor	Consideration	Use	Used by
1.	S-402, Greater Kailash Part-I, New Delhi-110048	M/s. A.D. Exports Private Limited	N.A.	Registered Office	Company
2.	Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India	M/s. Buddha India Hotels Private Limited	N.A.	Branch Office	Company
3.	5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036	Mr. Dilip Jindal, R/o LU-11, Pitampura, Delhi-110034 for a period of Eleven month which may be renewed.	Rs. 10,000 per month	Godown	Company

**INTELLECTUAL PROPERTY:**

For details of the trademarks registered in the name of our Company and the application made for registration, please refer “Government and Other Approvals” on page 184 of this Draft Prospectus.

**INSURANCE:**

We maintain insurance covering our stock up to date. Presently, our Company has Two (2) insurance policies in total and the details of all the insurance policies maintained by us are as follows.

<b>Coverage</b>	On stock of Rice, Pulses, Wheat, Maida other items.
<b>Policy no.</b>	31170146170100000320
<b>Customer ID</b>	P052940361
<b>Sum insured</b>	Rs. 7,00,00,000/-
<b>Total premium (Rs.)</b>	Rs. 77,00
<b>From</b>	08.09.2017
<b>Valid up to</b>	07.09.2018

<b>Coverage</b>	Stock
<b>Policy no.</b>	31170111170300000029
<b>Customer ID</b>	P052940361
<b>Sum insured</b>	Rs. 7,00,00,000/-
<b>Total premium (Rs.)</b>	Rs. 35,420
<b>From</b>	08.09.2017
<b>Valid up to</b>	07.09.2018

## KEY INDUSTRY REGULATIONS AND POLICIES

The following description is an overview of certain laws and regulations in India, which are relevant to our Company. Certain information detailed in this chapter has been obtained from publications available in the public domain. The regulations set out below are not exhaustive, and are only intended to provide general information to applicants and is neither designed nor intended to be a substitute for professional legal advice.

The statements below are based on current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled "Government and Other Statutory Approvals" beginning on page 184 of this Draft Prospectus.

The following is an overview of some of the important laws and regulations, which are relevant to our industry.

### **KEY INDUSTRY REGULATIONS AND POLICIES**

#### ***Indian Stamp Act, 1899***

Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immoveable property. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule I of the Stamp Act. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the state.

Instruments chargeable to duty under the Stamp Act but which have not been duly stamped, are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments by certain specified authorities and bodies and imposition of penalties, for instruments which are not sufficiently stamped or not stamped at all. Instruments which have not been properly stamped instruments can be validated by paying a penalty of up to 10 times of the total duty payable on such instruments.

#### ***The Delhi Shops and Establishments Act, 1954 (The Delhi Shops Act)***

The Delhi Shops Act provides for the regulation of conditions of work in shops, commercial establishments, restaurants, theatres and other establishments. The Act is enforced by the Chief Inspector and various inspectors under the supervision and control of Deputy/Assistant Labour Commissioners of the concerned District, who in turn function under the supervision of Labour Commissioner.

#### ***Prevention of Black Marketing and Maintenance of Supplies Act, 1980***

To make matters worse, in 1980 came the "Prevention of Black Marketing and Maintenance of Supplies Act." It is an "Act for detention in certain cases or the purpose of prevention of black marketing and maintenance of supplies of commodities essential to the community and for matters concerned therewith".

#### ***Agricultural Produce (Grading and Marketing) Act, 1937 (Agmark):***

The Directorate of Marketing and Inspection enforces the Agricultural Produce (Grading and Marketing) Act, 1937. Under this Act Grade standards are prescribed for agricultural and allied commodities. These are known as 'Agmark' standards. Grading under the provisions of this Act is voluntary. The DMI enforces the Agricultural Products (Grading and Marketing) Act, 1937. Under this Act, Grade Standards are prescribed for agricultural and allied commodities. These are known as "Agmark" Standards. Grading under the provisions of this Act is voluntary. Manufacturers who comply with standard laid down by DMI are allowed to use "Agmark" labels on their products.

#### ***Prevention of Food Adulteration Act, 1954:***

This Act is the basic statute that is intended to protect the common consumer against the supply of adulterated food. This specifies different standards for various food articles. The standards are in terms of minimum quality levels intended for ensuring safety in the consumption of these food items and for safeguarding against harmful impurities and adulteration. The Central Committee for Food Standards, under the Directorate General of Health Services, Ministry of Health and Family Welfare, is responsible for the operation of this Act. The provisions of the Act are mandatory and contravention of the rules can lead to both fines and imprisonment. Prevention of Food Adulteration Act applies to domestic and imported food commodities, encompassing food color and preservatives, pesticide residues, packaging, labeling and regulation of sales.

#### **LAWS RELATING TO EMPLOYMENT AND LABOUR**

#### ***The Industrial Employment Standing Orders Act, 1946***

Every establishment employing more than 100 employees is required to formulate rules and regulations for its employees and the same should be submitted for approval to the Deputy Labor Commissioner.

#### ***Child Labour (Prohibition and Regulation) Act, 1986***

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act the employment of child labour in the building and construction industry is prohibited.

#### ***The Employees (Provident Fund and Miscellaneous Provisions) Act, 1952 (“EPF Act”)***

The “EPF Act” applies to factories employing over 20 employees and such other establishments and industrial undertakings as notified by the Government of India from time to time. It requires all such establishments to be registered with the State provident fund commissioner and requires such employers and their employees to contribute in equal proportion to the employees’ provident fund the prescribed percentage of basic wages and dearness and other allowances payable to employees. The EPF Act also requires the employer to maintain registers and submit a monthly return to the State provident fund commissioner.

#### ***The Employees State Insurance Act, 1948 (“ESI Act”)***

The “ESI Act”, provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

#### ***The Payment of Gratuity Act, 1972 (“Gratuity Act”)***

The “Gratuity Act” establishes a scheme for the payment of gratuity to employees engaged in every factory, mine, oil field, plantation, port and railway company, every shop or establishment in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more employees are employed or were employed on any day of the preceding twelve months, as notified by the Central Government from time to time. Penalties are prescribed for non-compliance with statutory provisions. Under the Gratuity Act, an employee who has been in continuous service for a period of five years will be eligible for gratuity upon his retirement, resignation, superannuation, death or disablement due to accident or disease. However, the entitlement to gratuity in the event of death or disablement will not be contingent upon an employee having completed five years of continuous service. The maximum amount of gratuity payable may not exceed Rs. 1 million.

### **The Equal Remuneration Act, 1976 ("ER Act")**

The "ER Act" provides for the payment of equal remuneration to men and women workers for same work or work of a similar nature and for the prevention of discrimination, on the ground of sex, against women in the matter of employment. According to the Equal Remuneration Act, the term remuneration means the basic wage or salary and any additional emoluments whatsoever payable, either in cash or in kind, to a person employed in respect of employment or work done in such employment, if the terms of the contract of employment, express or implied, are fulfilled.

### **The Workmen Compensation Act, 1923 ("WCA")**

The "WCA" has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

### **The Maternity Benefit Act, 1961 ("Maternity Act")**

The purpose of "Maternity Act" is to regulate the employment of pregnant women and to ensure that they get paid leave for a specified period during and after their pregnancy. It provides inter-alia for payment of maternity benefits, medical bonus and enacts prohibition on dismissal, reduction of wages paid to pregnant women etc.

## **TAX RELATED LEGISLATIONS**

### **Income-Tax Act, 1961 ("IT Act")**

The "IT Act" is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or Rules made there under depending upon its "Residential Status" and "Type of Income" involved. The IT Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, Minimum Alternative Tax and the like. Every such company is also required to file its returns by September 30 of each assessment year.

### **The Central Goods and Services Tax Act, 2017**

GST is a single tax on the supply of goods and services, right from the manufacturer to the consumer. Credits of input taxes paid at each stage will be available in the subsequent stage of value addition, which makes GST essentially a tax only on value addition at each stage. The final consumer will thus bear only the GST charged by the last dealer in the supply chain, with set-off benefits at all the previous stages.

## **LAWS RELATING TO INTELLECTUAL PROPERTY**

### **The Trademarks Act, 1999 ("TM Act")**

The "TM Act" provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading and to obtain relief in case of infringement for commercial purposes as a trade description.

The registration of a trademark is valid for a period of 10 years, and can be renewed in accordance with the specified procedure.

Application for trademark registry has to be made to Controller-General of Patents, Designs and TM Act who is the Registrar of Trademarks for the purposes of the TM Act. The TM Act prohibits any registration of deceptively similar trademarks or chemical compound among others. It also provides for penalties for infringement, falsifying and falsely applying trademarks.

#### ***The Patents Act, 1970 ("Patent Act")***

The purpose of the "Patent Act" in India is to protect inventions. Patents provide the exclusive rights for the owner of a patent to make, use, exercise, distribute and sell a patented invention. The patent registration confers on the patentee the exclusive right to use, manufacture and sell his invention for the term of the patent. An application for a patent can be made by (a) person claiming to be the true and first inventor of the invention; (b) person being the assignee of the person claiming to be the true and first inventor in respect of the right to make such an application; and (c) legal representative of any deceased person who immediately before his death was entitled to make such an application. Penalty for the contravention of the provisions of the Patents Act include imposition of fines or imprisonment or both.

#### ***The Designs Act, 2000 ("Designs Act")***

The objective of "Designs Act" is to promote and protect the design element of industrial production. It is also intended to promote innovative activity in the field of industries. The Controller General of Patents, Designs and Trade Marks appointed under the Trademarks Act shall be the Controller of Designs for the purposes of the Designs Act. When a design is registered, the proprietor of the design has copyright in the design during ten years from the date of registration.

#### **PROPERTY RELATED LAWS**

The Company is required to comply with central and state laws in respect of property. Central Laws that may be applicable to our Company's operations include the Land Acquisition Act, 1894, the Transfer of Property Act, 1882, Registration Act, 1908, Indian Stamp Act, 1899, and Indian Easements Act, 1882.

In addition, regulations relating to classification of land may be applicable. Usually, land is broadly classified under one or more categories such as residential, commercial or agricultural. Land classified under a specified category is permitted to be used only for such specified purpose. Where the land is originally classified as agricultural land, in order to use the land for any other purpose the classification of the land is required to be converted into commercial or industrial purpose, by making an application to the relevant municipal or town and country planning authorities. In addition, some State Governments have imposed various restrictions, which vary from state to state, on the transfer of property within such states.

Land use planning and its regulation including the formulation of regulations for building construction, form a vital part of the urban planning process. Various enactments, rules and regulations have been made by the Central Government, concerned State Governments and other authorized agencies and bodies such as the Ministry of Urban Development, State land development and/or planning boards, local municipal or village authorities, which deal with the acquisition, ownership, possession, development, zoning, planning of land and real estate.

Each state and city has its own set of laws, which govern planned development and rules for construction (such as floor area ratio or floor space index limits).

The various authorities that govern building activities in states are the town and country planning department, municipal corporations and the urban arts commission.



### ***The Indian Registration Act, 1908 (“Registration Act”)***

The Indian Registration Act, 1908 “Registration Act” details the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes, inter alia, any non- testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in the present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of Rs. 100 or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent.

The Registration Act also stipulates the time for registration, the place for registration and the persons who may present documents for registration. Any document which is required to be compulsorily registered but is not registered will not affect the subject property, nor be received as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance of a contract under the TP Act or as evidence of any collateral transaction not required to be effected by registered instrument), unless it has been registered.

### ***The Indian Easements Act, 1882(“IE Act”)***

The law relating to easements and licenses in property is governed by the “IE Act”. The right of easement has been defined under the Easements Act to mean a right which the owner or occupier of any land possesses over the land of another for beneficial enjoyment of his land. Such right may allow the owner of the land to do and continue to do something or to prevent and continue to prevent something being done, in or upon any parcel of land which is not his own. Easementary rights may be acquired or created by (a) an express grant; or (b) a grant or reservation implied from a certain transfer of property; or (c) by prescription, on account of long use, for a period of twenty years without interruption; or (d) local customs.

### **FOREIGN INVESTMENT REGIME:**

#### ***The Foreign Exchange Management Act, 1999 (“FEMA”) and Regulations framed thereunder.***

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the ‘automatic route’ within the specified sectoral caps.

In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI.

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (“FEMA Regulations”) to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

#### ***The Foreign Trade (Development & Regulation) Act, 1992***

The Foreign Trade (Development & Regulation) Act, 1992, provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto.

## **ENVIRONMENTAL LAWS**

### **Indian Forest Act, 1927**

This is an act to consolidate the law relating to forests, the transit of forest produce and the duty leviable on timber and other forest produce.

### **The Forest (Conservation) Act, 1980**

This is an Act to provide for the conservation of forests and for matters connected therewith or incidental thereto. This Act has been enacted with a view to check further development which ultimately results in ecological imbalance. With this object in mind, this Act, inter alia, makes it mandatory that no state Government or any authority shall without the prior approval of the Central Government give any order directing (i) any reserved forest shall cease to be reserved (ii) any forest land may be used for non forest purpose (iii) any forest land be assigned by way of lease or otherwise to any private person or to any authority, corporation, agency or any other organization not owned, managed or controlled by Government and (iv) that any forest land may be cleared of trees which have grown naturally in that land, for the purpose of using it for re-afforestation.

### **The Forest (Conservation) Rules, 2003**

This Rule has been framed for effectuating the provision of the Forest (Conservation) Act, 1980.

### **National Forest Policy, 1988**

This set of policies were enunciated, inter alia, for the maintenance of environment stability through preservation and restoration of ecological balance, conserving the natural heritage of the country, checking soil erosion and increasing the productivity of forest to meet national needs.

### **The Water (Prevention and Control of Pollution) Act, 1974 (the “Water Act”)**

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the Central Pollution Control Board and the State Pollution Control Boards. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, use of any new or altered outlet for the discharge of sewage or new discharge of sewage, must obtain the consent of the relevant State Pollution Control Board, which is empowered to establish standards and conditions that are required to be complied with. In certain cases the State Pollution Control Board may cause the local Magistrates to restrain the activities of such person who is likely to cause pollution. Penalty for the contravention of the provisions of the Water Act include imposition of fines or imprisonment or both.

### **The Air (Prevention and Control of Pollution) Act, 1981 (the “Air Act”)**

Pursuant to the provisions of the Air Act, any person, establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant State Pollution Control Board prior to establishing or operating such industrial plant.

The State Pollution Control Board is required to grant consent within a period of four months of receipt of an application, but may impose conditions relating to pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the State Pollution Control Board. The penalties for the failure to comply with the provisions of the Air Act include imprisonment of up to six years and the payment of a fine as may be deemed appropriate.



**The Water (Prevention and Control of Pollution) Cess Act, 1977 (the “Water Cess Act”) The Water (Prevention and Control of Pollution) CESS (Amendment) Act, 2003**

The Water Cess Act provides for levy and collection of a cess on water consumed by industries with a view to augment the resources of the Central and State Pollution Control Boards constituted under the Water Act. Under this statute, every person carrying on any industry is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to those persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water Act or any standards laid down under the EPA. For the purpose of recording the water consumption, every industry is required to affix meters as prescribed. Penalties for noncompliance with the obligation to furnish a return and evasion of cess include imprisonment of any person for a period up to six months or a fine of `1,000 or both and penalty for nonpayment of cess within a specified time includes an amount not exceeding the amount of cess which is in arrears.

**The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008 (the “Hazardous Wastes Rules”)**

The Hazardous Wastes Rules aim to regulate the proper collection, reception, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose such waste without adverse effect on the environment, including through the proper collection, treatment, storage and disposal of such waste. Every occupier and operator of a facility generating hazardous waste must obtain an approval from the relevant state Pollution Control Board. The occupier, the transporter and the operator are liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste. The operator and the occupier of a facility are liable for any fine that may be levied by the relevant State Pollution Control Boards. Penalty for the contravention of the provisions of the Hazardous Waste Rules includes imprisonment up to five years and imposition of fines as may be specified in the EPA or both.

**IMPORTANT GENERAL LAWS:**

***The Companies Act, 1956***

The Companies Act, 1956 dealt with laws relating to companies and certain other associations. It was enacted by the Parliament in 1956. The Act primarily regulated the formation, financing, functioning and winding up of companies. The Act prescribed regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. Regulation of the financial and management aspects constituted the main focus of the Act. In the functioning of the corporate sector, although freedom of companies was important, protection of the investors and shareholders, on whose funds they flourish, was equally important. The Act played the balancing role between these two competing factors, namely, management autonomy and investor protection.

***The Companies Act, 2013***

The Companies Act, 2013, has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Ministry of Corporate Affairs vide its notification dated September 12, 2013 has notified 98 sections of the Companies Act, 2013 and the same are applicable from the date of the aforesaid notification. Further 183 sections have been notified on March 26, 2014 and have become applicable from April 1, 2014.

The Ministry of Corporate Affairs, has also issued rules complementary to the Companies Act, 2013 establishing the procedure to be followed by companies in order to comply with the substantive provisions of the Companies Act, 2013.

### ***The Competition Act, 2002***

The Competition Act, 2002 prohibits anti competitive agreements, abuse of dominant positions by enterprises and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act.

### ***The Public Liability Insurance Act, 1991 (“PLI Act”)***

The “PLI Act” provides for public liability insurance for the purpose of providing immediate relief to persons affected by accident occurring while handling any hazardous substance and for matters connected therewith or incidental thereto. Every owner (in the case of a company, any of its directors, managers, secretaries or other officers who is directly in charge of, and is responsible to the company for the conduct of the business of the company) is obligated to take out, before he starts handling any hazardous substance, one or more insurance policies providing for contracts of insurance whereby he is insured against liability to give relief under the PLI Act. The said insurance policy shall be for a minimum amount of the paid-up capital of the Company and not exceeding fifty crore rupees.

### ***The Indian Contract Act, 1872 (“Contract Act”)***

The “Contract Act” codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

### ***The Consumer Protection Act, 1986 (“COPRA”)***

“COPRA” aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. The COPRA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services; price charged being unlawful and goods being hazardous to life and safety when used. The COPRA provides for a three tier consumer grievance redressal mechanism at the national, state and district levels. Non compliance of the orders of these authorities attracts criminal penalties.

### ***The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011***

Legal Metrology Act, 2009 and the rules framed under were enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. This act replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, with effect from March 1, 2011 and the rules which came into force from April 1, 2011 replaced Standards of Weights and Measures (Packaged Commodities) Rules, 1977.

### ***The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“SHWW Act”)***

The “SHWW Act” provides for the protection of women and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment

includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non-compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000.

#### ***The Negotiable Instruments Act, 1881 ("NI Act")***

In India, the laws governing monetary instruments such as cheques are contained in the "NI Act", which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two year, and with fine which may extend to twice the amount of the cheque, or with both.

## OUR HISTORY AND CORPORATE STRUCTURE

### HISTORY & BACKGROUND

Our Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttrakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Uttar Pradesh to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi.

In the year 2011, Mr. Anil Tekriwal alongwith his son Mr. Ashwini Tekriwal who were having experience of 32 years as an entrepreneur in diversified business including hotel, agriculture activities, restaurants & School etc. started this Company, thereafter, Mr. Deept Sarup Agarwal and Mr. Tushar Jalan joined the business with their expertise and experience that gave a new shape to the business.

Our Company deals in exports and imports of foodgrains with a strong network at both the ends of producers and market. We have an unwavering commitment to distribute and source only quality products from sustainable sources. We consistently ensure that the products are always of the desired and promised quality.

Our strategic focus is on good quality products has been a powerful lever for Company's start. Our Company is regular importing various kinds of Pulses in large quantities from numerous Countries like Myanmar, Australia, Singapore, Canada etc. & Exporting the Rice & Maida in UAE, Yemen & Jakarta.

Buddha Global is built for the long term and is strongly established on sustainable fundamentals. Relationships fostered and sustained with our clients over a period of time; serves our aim to add vital value for the client by deeply understanding them and their ecosystem. We believe in creating and passing- enhanced value, enhanced wealth and enhanced goodness with each transaction.

We are also accredited with Federation of Indian Export Organisations Certificate (FIEO) and have been designated for the Agricultural and Processed Food Products Export Development Authority Certificate (APEDA).

Our Company, Buddha Global Limited, is a part of Buddha Group led by our Promoters is professionally managed and a family owned business house based in India with interests in diversified sectors including International trade, education, media, manufacturing, hotels & resorts, retailing and travel.

Buddha Group began its journey in 1986 under the name Steel Sales, then a proprietorship business. After more than a decade, the business was re-organized as a corporation under the leadership of Mr. Anil Tekriwal.

We, at Buddha Group, strive to be industry leaders in all our current businesses and aspire to be the pioneers in businesses of the future. We are currently focused to bring out the next phase of growth by entering into new sectors and evolving into, even better players, in our existing businesses.

Our Branch office and Godown are situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India and 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036 respectively.

For information on the Company's activities, market, growth, technology and managerial competence, please see the chapters "Our Management", "Our Business" and "Our Industry" beginning on pages 118, 96, and 88 respectively of this Draft Prospectus.

## MAIN OBJECTS OF OUR COMPANY

The object clauses of the Memorandum of Association of our Company enable us to undertake the activities for which the funds are being raised in the present Issue. Furthermore, the activities of our Company which we have been carrying out until now are in accordance with the objects of the Memorandum. The objects for which our Company is established are:

1. To carry on the business of importers, exporters, traders, dealers, distributors, transporters, stockiest, promoters, marketing or supplying, in any manner whatsoever in all type of goods including finished goods, semi-finished goods, raw material items, articles, merchandise products such as agri products, food grains, energy goods, metals, commodities, engineering, consumer products and any other item capable of purchasing, selling, importing, exporting and trading, on retail as well as on wholesale basis and to be appointed as agents, in India or elsewhere.
2. To carry on the business of printing and packaging of all goods and materials by use of cartoons, labels, boxes, bags, containers or any type of materials etc and to deal in printing and packaging materials, services and processes of all kinds and any other ancillary activities related to the object directly or indirectly. This includes future forward and backward integration of any and/or all of the processes and materials.
3. To carry on the business of advertising and marketing agents, consultants and contractors for outdoor and indoor, newspaper, magazines, books, screens, walls, buses, computer and Internet related advertising, railway, carriage, trams and to prepare, advise, devise, and construct advertising and marketing devices, strategies and designs and to publish or advertise the same through any media whatsoever.

## CHANGES IN REGISTERED OFFICE

Sr.No.	Effective Date of Change	Shifting of Registered office	
		From	To
1.	01.08.2011	305, Ansal City Center, Near Tuls Cinema, Hazratganj, Lucknow UP - 226001	"Bikanerwala", B-15, Indira Nagar, Faizabad Road, Lucknow, Faizabad, UP -226016
2.	10.04.2016	"Bikanerwala", B-15, Indira Nagar, Faizabad Road, Lucknow, Faizabad, UP -226016	S-402, Ground Floor, Greater Kailash - I, New Delhi-110048

## CHANGES IN THE MEMORANDUM OF ASSOCIATION

The following changes have been made in the Memorandum of Association of our Company since inception:

DATE	AMENDMENT
5 <sup>th</sup> December, 2013	Alteration in Object clause of Memorandum of Association of the Company.
13 <sup>th</sup> December, 2013	Change of Name of the Company to "Buddha Global Private Limited" and consequent alteration in the Name clause of Memorandum of Association.
17 <sup>th</sup> December, 2014	Alteration in Object clause of Memorandum of Association of the Company and Increase in Authorised Share Capital from Rs. 50.00 Lacs divided into 5,00,000 Equity shares of Rs. 10 each to Rs. 100.00 Lacs divided into 10,00,000 Equity shares of Rs. 10 each.

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DATE	AMENDMENT
2 <sup>nd</sup> January, 2015*	Increase in Authorised Share Capital from Rs. 100.00 Lacs divided into 10,00,000 Equity shares of Rs. 10 each to Rs. 400.00 Lacs divided into 40,00,000 Equity shares of Rs. 10 each.
10 <sup>th</sup> April, 2016	Change of Registered office from Uttar Pradesh to Delhi.
29 <sup>th</sup> September, 2017	Increase in Authorized Share Capital of the Company from Rs. 400.00 Lacs divided into 40,00,000 Equity shares of Rs. 10 each to Rs. 600.00 Lacs divided into 60,00,000 Equity shares of Rs. 10 each.
31 <sup>st</sup> October, 2017	Conversion of Company into Public Limited Company and adoption of new set of Memorandum of Association.

\* The date of EGM and other details was erroneously mentioned as 9<sup>th</sup> March, 2015 in records of ROC.

## MAJOR EVENTS AND MILESTONES

YEAR	PARTICULARS
2011	Incorporation of the Company in the name and style of “Buddha Mines Private Limited”.
2013	Alteration in the Object Clause of Memorandum of Association of the Company on 5 <sup>th</sup> December, 2013 and Change of Name of the Company to “Buddha Global Private Limited” on 13 <sup>th</sup> December, 2013.
2014	Alteration in the Object Clause of Memorandum of Association on 17 <sup>th</sup> December, 2014.
2016	Change of Registered office from Uttar Pradesh to Delhi.
2017	Conversion of Company into Public Limited Company.

## HOLDING COMPANY OF OUR COMPANY

Our Company has no holding Company as on the date of filing of the Draft Prospectus.

## SUBSIDIARY OF OUR COMPANY

Our Company has no Subsidiary Company as on the date of filing of the Draft Prospectus

## ACCUMULATED PROFITS OR LOSSES NOT ACCOUNTED FOR

The accumulated profits or losses of our Subsidiary, if any, have been accounted for by our Company in the restated audited financial statements of our Company included in this Draft Prospectus. For further details, please refer to the chapter titled “Financial Information” on page 137 of this Draft Prospectus.

## SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on date of filing of the Draft Prospectus except that the Company had entered into an agreement with Rising Sun International Holdings Limited dated 10<sup>th</sup> August, 2015, Following are the major terms of the agreement:-

- Rising Sun International Holdings Limited (Rising Sun) agrees and the Company undertake to issue, allot and deliver to the Rising Sun 703608 Share of Rs. 176 per share for a total aggregate consideration of USD 2,000,000.00;
- The Investment amount shall be utilised for further expansion of business of general trading;
- Investment of USD 2,000,000.00 will be deployed in tranches as per performance and based on requirement by the Company;
- Rising Sun shall have customary shareholders right in the Company;
- Rising sun will be entitled to receive, in preference to other equity shareholder, an amount equal to 100% of amount invested (including any additional investment) plus any accrued and unpaid dividends in the event of liquidation of the Company.

- The shares held by the rising sun shall be transferable at any point in time subject to agreement.
- Upon request of the rising sun made in a written format acceptable to the Company, the Company shall dispose the buyback of the fully paid shares in full or part as per rising sun's request.

#### **OTHER AGREEMENTS**

Our Company has not entered into any specific or special agreements except that have been entered into in ordinary course of business as on the date of filing of the Draft Prospectus.

#### **COLLABORATION**

Our Company has not entered into any collaboration with any third party as per regulation (VIII) B (1) (c) of part A Schedule VIII of SEBI (ICDR) Regulations, 2009.

#### **REVALUATION OF ASSETS**

Our Company has not revalued its assets since its incorporation.

#### **STRATEGIC PARTNER**

Our Company does not have any strategic partner as on the date of filing of the Draft Prospectus.

#### **FINANCIAL PARTNER**

Our Company does not have any financial partner as on the date of filing of the Draft Prospectus.

#### **INJUNCTIONS OR RESTRAINING ORDERS**

There are no injunctions / restraining orders that have been passed against the company.

#### **JOINT VENTURES**

As on the date of this Draft Prospectus, there are no joint ventures of our Company.

#### **DEFAULTS OR RESCHEDULING OF BORROWINGS WITH FINANCIAL INSTITUTIONS OR BANKS**

There have been no defaults or rescheduling of borrowings with financial institutions or banks as on the date of this Draft Prospectus.

#### **NUMBER OF SHAREHOLDERS**

Our Company has eight (8) shareholders on date of the Draft Prospectus.



## OUR MANAGEMENT

### BOARD OF DIRECTORS

Under our Articles of Association, our Company is required to have not less than three (3) Directors and not more than fifteen (15) Directors. Our Company currently has Seven (7) Directors on Board. The following table sets forth current details regarding our Board of Directors:

Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
<b>1. Mr. Deept Sarup Agarwal</b> S/o Mr. Makrand Sarup Agarwal 10 / 2, Sarva Priya Vihar, New Delhi-110016 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Five years from 29 <sup>th</sup> December, 2014 <b>DIN:</b> 00085523	50 Years	Managing Director	1. Divine Solutions Private Limited; 2. Kamdhenu Global Limited; 3. Kamdhenu Global (HK) Limited; 4. Param Pure Edible Oils Private Limited; 5. D.J.A. Impex Private Limited; 6. Narnarayan Trading Private Limited;
<b>2. Mr. Anil Tekriwal</b> S/O Mr. Radhey Shyam Tekriwal 9, Ghulam Ali Pura, Chhawani Bazar, Bahraich, Uttar Pradesh -271801 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Retire by Rotation <b>DIN:</b> 01158193	54 Years	Executive and Non Independent Director	1. Buddha Enterprises Private Limited; 2. Omkareshwar Infraestates Private Limited; 3. Buddha Resorts Private Limited; 4. Buddha India Hotels Private Limited; 5. Buddha International Private Limited; 6. Moderncity Realty Private Limited; 7. Five Elements Resources Private Limited;
<b>3. Mr. Tushar Jalan</b> D/o Mr. Indra Kumar Mirjapur Khorabar Gorakhpur, Uttar Pradesh - 215189 <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Retire by Rotation <b>DIN:</b> 06567954	28 Years	Executive and Non Independent Director	1. Aradhita Enterprises Private Limited; 2. Five Elements Resources Private Limited; 3. Narnarayan Trading Private Limited;
<b>4. Mrs. Jaya Agarwal</b> S/o Mr. Ratan Lal Bagaria 10 / 2, Sarva Priya Vihar, New Delhi-110016 <b>Occupation:</b> Business <b>Nationality:</b> Indian <b>Tenure:</b> Retire by Rotation <b>DIN:</b> 00321524	46 Years	Non Executive and Non Independent Director	1. Kamdhenu Global Limited; 2. Param Pure Edible Oils Private Limited; 3. AD Exports Private Limited.
<b>5. Mr. Susheel Shrivastav</b> S/o Mr. Triloki Prasad Srivastava 56/150, Ratanpur Colony, Panki, Kanpur, Uttar Pradesh- 208020.	43 years	Non Executive and Independent Director	1. Avadhashiana Infrarealty Private Limited; 2. Avadhashiana Infraproperties Private Limited;



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Name, Father's name, Address, Occupation, Nationality, tenure & DIN	Age	Status of Directorship in our Company	Other Directorships
<b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Five years from 7 <sup>th</sup> September, 2017 <b>DIN:</b> 07574176			3. Avadhashiana Infraheights Private Limited; 4. Avadhashiana Infradevelopers Private Limited
<b>6. Mr. Om Prakash Agarwal</b> S/o Mr. Laxmi Narain Agarwal D 28, Sector-H, Aliganj, Lucknow, Uttar Pradesh -226024. <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Five years from 7 <sup>th</sup> September, 2017 <b>DIN:</b> 07612725	71 years	Non Executive and Independent Director	1. Impulse Microelectronics Private Limited
<b>7. Mr. Aditya Ginodia</b> S/o Mr. Arun Kumar Ginodia C 19/27 -14, Gulab Bagh, Fatman Road, Chetganj, Varanasi, Uttar Pradesh -221001. <b>Occupation:</b> Professional <b>Nationality:</b> Indian <b>Tenure:</b> Five years from 7 <sup>th</sup> September, 2017 <b>DIN:</b> 07858200	33 years	Non Executive and Independent Director	Nil

**Note:**

As on the date of the Draft Prospectus:

1. None of the above mentioned Directors are on the RBI List of willful defaulters as on date.
2. Further, none of our Directors are or were directors of any company whose shares were (a) suspended from trading by stock exchange(s) for more than 3 months during the five years prior to the date of filing the Draft Prospectus or (b) delisted from the stock exchanges.
3. None of the Promoters, Persons forming part of our Promoter Group, Directors or persons in control of our Company, has been or is involved as a promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.

**DETAILS OF DIRECTORS**

**Mr. Deept Sarup Agarwal:** aged 50 years, is Promoter and Managing Director of our Company. He is Commerce Graduate by education. He is having more than 22 years of Experience in the field of commodity business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company December, 2014.

**Mr. Anil Tekriwal:** aged 54 years, is Executive Director and Promoter of our Company. He is Graduate by qualification. He is having more than 34 years of Experience in diversified Business including hotel, agriculture

activities, restaurants & School industry. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company since February, 2011.

**Mr. Tushar Jalan:** aged 28 years, is Executive Director and Promoter of our Company. He is Chartered Accountant, B.com (Hons.) graduate and Level 1 of CFA exams conducted by CFA Institute, USA. He is having more than 4 years of Experience in Accounts & Finance. He is an affiliate member of the Indian Association of Investment Professionals (India CFA Society) and a former member of Toastmaster's International. He looks accounts and Finance activities of our Company. He has been on the board of Company since November, 2013.

**Mrs. Jaya Agarwal:** aged 46 years is Non Executive Director and Non Independent Director of the Company. She is wife of Mr. Deept Sarup Agarwal. She is Commerce Post graduate from Hyderabad University and Leadership & Management Course from Birla Institute of Management and Technology. She is having more than 24 years experience in the field of Banking, Sales & Marketing, Business Development Client relationship and team management. She has been on the board of Company since September, 2017.

**Mr. Susheel Shrivastav:** aged 43 years, is an Independent Director of our Company. He holds Bachelors of Arts and diploma in Mass Communication & Journalism. He has more than 20 year experience in the field of Sales & Marketing, Client relationship and team Management, Business Development and community media field. He has been on the board of Company since, September, 2017.

**Mr. Om Prakash Agarwal:** aged 71 years, is an Independent Director of our Company. He is commerce post graduate. He has more than 48 year experience in the field of organisation across strategy, Banking, Sales & Marketing Business Development Client relationship and team management. He has been on the board of Company since, September, 2017.

**Mr. Aditya Ginodia:** aged 33 years, is an Independent Director of our Company. He is Post graduate Diploma in Business Administration and M.Com. He is having experience of More than 10 years in Business Development, and team management. He has been on the board of Company since, September, 2017.

## **CONFIRMATIONS**

None of the Directors is or was a director of any listed company during the last five years preceding the date of filing of the Draft Prospectus, whose shares have been or were suspended from being traded on the BSE or the NSE, during the term of their directorship in any such company.

None of the Directors is or was a director of any listed company which has been or was delisted from any recognized stock exchange in India during the term of their directorship in such company.

## **NATURE OF FAMILY RELATIONSHIP AMONG DIRECTORS**

There is no family relationship among Directors except that Mr. Deept Sarup Agarwal is husband of Mrs. Jaya Agarwal.

## **BORROWING POWERS OF THE DIRECTORS**

Pursuant to a special resolution passed at Extra Ordinary General Meeting of our Company held on 4<sup>th</sup> November, 2017, consent of the members of our Company was accorded to the Board of Directors of our Company pursuant to Section 180 of the Companies Act, 2013 for borrowing from time to time any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from temporary loans obtained from our Company's bankers in the ordinary course of business) may exceed in the aggregate, the paid-up capital of our

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Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of our Company and its free reserves shall not at any time exceed Rs. 25 Crores.

**TERMS OF APPOINTMENT AND COMPENSATION OF OUR DIRECTORS**

<b>Name</b>	<b>Mr. Deept Sarup Agarwal</b>	<b>Mr. Anil Tekriwal</b>
<b>Designation</b>	Managing Director	Executive Director
<b>Period</b>	Five years from 29 <sup>th</sup> December, 2014	Retire by rotation
<b>Date of Appointment</b>	29 <sup>th</sup> December, 2014 as Managing Director	12 <sup>th</sup> February, 2011
<b>Remuneration</b>	<p><b>a) Remuneration</b> Rs. 50,000/- p.m. (Fifty thousands Only) with such annual increments / increases as may be decided from time to time.</p> <p><b>b) Minimum Remuneration</b> In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>	<p><b>a) Remuneration</b> Rs. 1,00,000/- p.m. (One Lacs Only) with such annual increments / increases as may be decided from time to time.</p> <p><b>b) Minimum Remuneration</b> In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment. Appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in section IV of the Schedule V to the Companies Act, 2013, from time to time.</p>
<b>Remuneration paid in FY 31<sup>st</sup> March, 2017</b>	<b>Rs. 5.00 Lacs</b>	<b>Nil</b>

There is no definitive and /or service agreement that has been entered into between our Company and the directors in relation to their appointment.

**NON - EXECUTIVE DIRECTORS**

Currently, non-executive Directors are not being paid sitting fees.

**CORPORATE GOVERNANCE**

Our Company stands committed to good corporate governance practices based on the principles such as accountability, transparency in dealings with our stakeholders, emphasis on communication and transparent reporting. We have complied with the requirements of the applicable regulations, including the Listing Agreement to be executed with the Stock Exchange and the SEBI Regulations, in respect of corporate governance including constitution of the Board and Committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

We have a Board constituted in compliance with the Companies Act. The Board functions either as a full Board or through various committees constituted to oversee specific operational areas. Our executive management provides the Board detailed reports on its performance periodically.

Currently our Board has Seven (7) Directors. We have three (3) Executive Non-Independent Director, One (1) Non-Executive Non-Independent Director and Three (3) Independent Non Executive Directors. The Chairman of the Board is Mr. Deept Sarup Agarwal being Managing Director. The constitution of our Board is in compliance with the Companies Act, 2013.

**The following committees have been formed in compliance with the corporate governance norms:**

- A) Audit Committee
- B) Stakeholders Relationship Committee
- C) Nomination and Remuneration Committee

#### **AUDIT COMMITTEE**

Our Company has constituted an audit committee ("Audit Committee"), as per the provisions of Section 177 of the Companies Act, 2013 vide resolution passed in the meeting of the Board of Directors held on 7<sup>th</sup> September, 2017.

The terms of reference of Audit Committee complies with the requirements of Companies Act, 2013. The committee presently comprises following three (3) directors. Mr. Aditya Ginodia is the Chairman of the Audit Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Aditya Ginodia	Chairman	Independent Director
2.	Mr. Om Prakash Agarwal	Member	Independent Director
3.	Mr. Anil Tekriwal	Member	Executive & Non Independent Director

#### **Role of Audit Committee**

The terms of reference of the Audit Committee are given below:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.
5. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
6. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
7. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
8. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section (3) of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same
  - c. Major accounting entries involving estimates based on the exercise of judgment by management
  - d. Significant adjustments made in the financial statements arising out of audit findings
  - e. Compliance with listing and other legal requirements relating to financial statements
  - f. Disclosure of any related party transactions

- g. Qualifications in the draft audit report.
9. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
10. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
11. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
13. Discussion with internal auditors any significant findings and follow up there on.
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
17. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
18. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
19. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
20. Mandatorily reviews the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee
21. Review the Financial Statements of its subsidiary company, if any.
22. Review the composition of the Board of Directors of its Subsidiary Company, if any.
23. Review the Vigil mechanism (whistle blowing) policy.
24. Review the use/application of funds raised through an issue (public issues, right issues, preferential issues etc) on a quarterly basis as a part of the quarterly declaration of financial results. Further, review on annual basis statements prepared by the Company for funds utilized for purposes other than those stated in the offer document.

In addition, to carry out such other functions/powers as may be delegated by the Board to the Committee from time to time.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

Our Company has constituted a Stakeholders Relationship Committee ("***Stakeholders relationship committee***") to redress the complaints of the shareholders. The Stakeholders Relationship Committee was constituted vide

resolution passed at the meeting of the Board of Directors held on 7<sup>th</sup> September, 2017. The committee currently comprises of three (3) Directors. Mr. Om Prakash Agarwal is the Chairman of the Stakeholders relationship Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Om Prakash Agarwal	Chairman	Independent Director
2.	Mr. Aditya Ginodia	Member	Independent Director
3.	Mrs. Jaya Agarwal	Member	Non Executive and Non Independent Director

#### **Role of stakeholder Relationship committee**

The Stakeholder Relationship Committee of our Board look into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

#### **NOMINATION AND REMUNERATION COMMITTEE**

Our Company has constituted a Nomination and Remuneration Committee ("Nomination and Remuneration Committee") in terms of section 178 (3) of Companies Act, 2013. The Nomination and Remuneration Committee was constituted vide resolution passed at the meeting of the Board of Directors held on 7<sup>th</sup> September, 2017. The Committee currently comprises of three (3) Directors. Mr. Susheel Shrivastava is the Chairman of the Nomination and Remuneration Committee.

Sr. No.	Name of the Director	Status	Nature of Directorship
1.	Mr. Susheel Shrivastava	Chairman	Independent Director
2.	Mr. Om Prakash Agarwal	Member	Independent Director
3.	Mrs. Jaya Agarwal	Member	Non Executive and Non Independent Director

The Company Secretary of our Company shall act as the Secretary to the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee are as follows:

- The Nomination and Remuneration committee recommends to the board the compensation terms of the executive Directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.

- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.

### ***Policy on Disclosures and Internal Procedure for Prevention of Insider Trading***

Our Company undertakes to comply with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 after listing of our Company's shares on the Stock Exchange. Our Company Secretary and Compliance Officer, Ms. Simpal Kumari is responsible for setting forth policies, procedures, monitoring and adhering to the rules for the prevention of dissemination of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board.

### **SHAREHOLDING DETAILS OF THE DIRECTORS IN OUR COMPANY**

As per the Articles of Association of our Company, a Director is not required to hold any qualification shares. The following table details the shareholding of our Directors as on the date of this Draft Prospectus:

<b>Name of the Directors</b>	<b>No. of Equity Shares</b>	<b>Pre-Issue percentage Shareholding</b>
Mr. Deept Sarup Agarwal	18,40,931	51.00
Mr. Anil Tekriwal	6,31,208	17.49
Mr. Tushar Jalan	4,96,939	13.77
Mrs. Jaya Agarwal	1	0.00
Mr. Deept Sarup Agarwal and Mrs. Jaya Agarwal	1	0.00
<b>TOTAL</b>	<b>29,69,080</b>	<b>82.25</b>

### **INTEREST OF DIRECTORS**

All the Directors of our Company may be deemed to be interested to the extent of sitting fees and/or other remuneration if any, payable to them for attending meetings of the Board or a committee thereof as well as to the extent of reimbursement of expenses if any payable to them under the Articles of Association. All the Directors may also be deemed to be interested in the Equity Shares of our Company, if any, held by them, their relatives or by the companies or firms or trusts in which they are interested as directors / members / partners or that may be subscribed for and allotted to them, out of the present Issue and also to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any other company in which they have direct /indirect interest or any partnership firm in which they are partners.

Our Directors may also be regarded interested to the extent of dividend payable to them and other distributions in respect of the Equity Shares, if any, held by them or by the companies / firms / ventures promoted by them or that may be subscribed by or allotted to them and the companies, firms, in which they are interested as Directors, members, partners and Promoters, pursuant to this Issue.

### **PROPERTY INTEREST**

Except as disclosed in the section titled "Our Business" on page 96, our Promoters do not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.



## CHANGES IN OUR BOARD OF DIRECTORS DURING THE LAST THREE (3) YEARS

The changes in the Directors during last three (3) years are as follows:

Name	Date of Appointment	Date of Cessation	Reason
Mr. Deept Sarup Agarwal	17.12.2014	-	Appointment as Managing Director
Mr. Anil Tekriwal	17.12.2014	-	Appointment as Executive Director
Mr. Mool Chand Talreja	17.12.2014	-	Appointment as Director
Mr. Ashwini Tekriwal	-	01.02.2015	Resignation due to preoccupation
Mr. Mool Chand Talreja	-	21.07.2016	Resignation due to preoccupation
Mr. Aditya Ginodia	07.09.2017	-	Appointment as an Independent Director
Mr. Om Prakash Agarwal	07.09.2017	-	Appointment as an Independent Director
Mr. Susheel Shrivastav	07.09.2017	-	Appointment as an Independent Director
Mrs. Jaya Agarwal	07.09.2017	-	Appointment as Non Executive and Non Independent Director

## ORGANISATION STRUCTURE



## KEY MANAGERIAL PERSONNEL

Our Company is managed by its Board of Directors, assisted by qualified professionals, in the respective field of finance/ capital market and corporate laws.

The following key personnel assist the Management of our Company:

Name	Date of Joining	Designation	Functional Responsibilities	Qualification
Mr. Deept Sarup Agarwal	29 <sup>th</sup> December, 2014	Managing Director	Overall Management	B.COM (Hons.)
Mr. Anil Tekriwal	12 <sup>th</sup> February, 2011	Executive Director	Business Operations and Administration	Graduate
Mr. Tushar Jalan	25 <sup>th</sup> November, 2013	Executive Director	Business Operations and Administration	Chartered Accountant, B.com (Hons.)



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Name	Date of Joining	Designation	Functional Responsibilities	Qualification
				graduate and Level 1 of CFA exams conducted by CFA Institute, USA
Mr. Rohit Jain	10 <sup>th</sup> October, 2017	Chief Financial Officer	Accounts and Finance	Chartered Accountant, M.Com
Ms. Simpal Kumari	10 <sup>th</sup> October, 2017	Company Secretary & Compliance Officer	Drafting of agreements, drafting of resolutions, preparation of minutes & compliance of the provisions of the Companies Act, 2013.	Company Secretary

**BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL**

**Mr. Deept Sarup Agarwal:** aged 50 years, is Promoter and Managing Director of our Company. He is Commerce Graduate by education. He is having more than 22 years of Experience in the field of commodity business, Sales & Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company December, 2014.

**Mr. Anil Tekriwal:** aged 54 years, is Executive Director and Promoter of our Company. He is Graduate by qualification. He is having more than 34 years of Experience in diversified Business including hotel, agriculture activities, restaurants & School industry. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company since February, 2011.

**Mr. Tushar Jalan:** aged 28 years, is Executive Director and Promoter of our Company. He is Chartered Accountant, B.com (Hons.) graduate and Level 1 of CFA exams conducted by CFA Institute, USA. He is having more than 4 years of Experience in Accounts & Finance. He is an affiliate member of the Indian Association of Investment Professionals (India CFA Society) and a former member of Toastmaster's International. He looks accounts and Finance activities of our Company. He has been on the board of Company since November, 2013.

**Mr. Rohit Jain:** aged 33 years, is Chief Financial Officer of our Company. He is Chartered Accountant by qualification and is having more than 4 years of Experience in finance and accounts related fields and responsible to the Company's Board of Directors for all accounting and financial matters, risk management of the Company, development of the financial and operational strategy. He is associated with our Company from October, 2017.

**Ms. Simpal Kumari** is Company Secretary & Compliance Officer of our Company. She is an associate member of Institute of Companies Secretaries of India. She is associated with our Company from October, 2017. Her scope of work and responsibilities includes vetting of agreements, preparation of minutes, drafting of resolutions, preparation and updating of various statutory registers, and compliance with the provisions of Companies Act, 2013.

**FAMILY RELATIONSHIP BETWEEN KEY MANAGERIAL PERSONNEL**

There is no family relationship between the key managerial personnel of our Company.

**ALL KEY MANAGERIAL PERSONNEL ARE PERMANENT EMPLOYEE OF OUR COMPANY**

**SHAREHOLDING OF THE KEY MANAGERIAL PERSONNEL**

Apart from below mentioned shareholding of Key Managerial Personnel, none of the key managerial personnel holds any Equity Shares of our Company.

Name	Designation	Shares held
Mr. Deept Sarup Agarwal	Managing Director	18,40,931
Mr. Anil Tekriwal	Executive Director	6,31,208
Mr. Tushar Jalan	Executive Director	4,96,939
Total		29,69,078

**BONUS OR PROFIT SHARING PLAN FOR THE KEY MANAGERIAL PERSONNEL**

There is no profit sharing plan for the Key Managerial Personnel. Our Company makes bonus payments to the employees based on their performances, which is as per their terms of appointment.

**LOANS TO KEY MANAGERIAL PERSONNEL**

There are no loans outstanding against Key Managerial Personnel as on 30<sup>th</sup> June, 2017.

**CHANGES IN KEY MANAGERIAL PERSONNEL OF OUR COMPANY DURING THE LAST THREE (3) YEARS**

There are changes in the Key Managerial Employees of the Issuer during the last three (3) years are as follows.

Name	Date of Appointment	Date of Cessation	Reason
Mr. Deept Sarup Agarwal	17 <sup>th</sup> December, 2014	-	Appointment
Mr. Ashwini Tekriwal	-	1 <sup>st</sup> February, 2015	Resignation
Mr. Rohit Jain	10 <sup>th</sup> October, 2017	-	Appointment
Ms. Simpal Kumari	10 <sup>th</sup> October, 2017	-	Appointment

**EMPLOYEES STOCK OPTION SCHEME**

Our Company does not have any Employee Stock Option Scheme/ Employee Stock Purchase Scheme as on the date of filing of this Draft Prospectus.

**PAYMENT OR BENEFIT TO OUR OFFICERS**

Except for the payment of normal remuneration for the services rendered in their capacity as employees of our Company, no other amount or benefit has been paid or given within the two (2) preceding years or intended to be paid or given to any of them.


## OUR PROMOTERS

The Promoters of our Company are:

1. Mr. Deept Sarup Agarwal;
2. Mr. Anil Tekriwal;
3. Mr. Tushar Jalan

### DETAILS OF OUR PROMOTERS ARE AS UNDER


#### 1. MR. DEEPT SARUP AGARWAL

	<p><b>Mr. Deept Sarup Agarwal:</b> aged 50 years, is Promoter and Managing Director of our Company. He is Commerce Graduate by education. He is having more than 22 years of Experience in the field of commodity business, Sales &amp; Marketing and Client Retention. He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. He guides company in its growth strategies. He has been on the board of Company December, 2014.</p>
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#### Identification

<b>Name</b>	Mr. Deept Sarup Agarwal
<b>Permanent Account Number</b>	AACPA5798B
<b>Passport No.</b>	Z 2011116
<b>Voter ID</b>	DL/02/009/273436
<b>Driving License</b>	DL-0319900525405
<b>Bank Account Details</b>	3407243464; Central Bank of India, 67, Main Market, Greater kailash, Part -1, New Delhi-110048
<b>AADHAR Number</b>	371079283434

#### 2. MR. ANIL TEKRIWAL


	<p><b>Mr. Anil Tekriwal:</b> aged 54 years, is Executive Director and Promoter of our Company. He is Graduate by qualification. He is having more than 34 years of Experience in diversified Business including hotel, agriculture activities, restaurants &amp; School industry. He looks after day-to-day routine operational activities of our Company. He has been on the board of Company since February, 2011.</p>
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#### Identification

<b>Name</b>	Mr. Anil Tekriwal
<b>Permanent Account Number</b>	ACZPT0542M

Passport No.	N 4565801
Voter ID	FMK2533545
Driving License	UP32A20160014381
Bank Account Details	50200005910314; HDFC Bank; Indira Nagar, Lucknow
AADHAR Number	686173846289

### 3. MR. TUSHAR JALAN

	<p><b>Mr. Tushar Jalan:</b> aged 28 years, is Executive Director and Promoter of our Company. He is Chartered Accountant, B.com (Hons.) graduate and Level 1 of CFA exams conducted by CFA Institute, USA. He is having more than 4 years of Experience in Accounts &amp; Finance. He is an affiliate member of the Indian Association of Investment Professionals (India CFA Society) and a former member of Toastmaster's International. He looks accounts and Finance activities of our Company. He has been on the board of Company since November, 2013.</p>
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#### Identification

Name	Mr. Tushar Jalan
Permanent Account Number	AKPPJ8624G
Passport No.	H 9172826
Voter ID	TZD1743037
Driving License	DL-1220140131904
Bank Account Details	5682199115, Citi bank, Bombay Mutual Building, 293, D.N. Road, Mumbai-400001
AADHAR Number	748737192221

*For additional details on the age, background, personal address, educational qualifications, experience, positions/posts held in the past, terms of appointment as Directors and other directorships of our Promoters, please see the Chapter titled "Our Management" beginning on page 118 of this Draft Prospectus*

*For details of the build-up of our Promoters' shareholding in our Company, please see the chapter titled "Capital Structure" beginning on page 55 of this Draft Prospectus.*

#### OTHER UNDERTAKINGS AND CONFIRMATIONS

Our Company undertakes that the details of Permanent Account Number, bank account number and passport number of the Promoter will be submitted to the SME platform of NSE Emerge Exchange, where the securities of our Company are proposed to be listed at the time of submission of Draft Prospectus.

#### COMMON PURSUITS OF OUR PROMOTER

Our Promoter does not have any common pursuits and are not engaged in the business similar to those carried out by our Company.

## INTEREST OF THE PROMOTER

### Interest in the promotion of Our Company

Our Promoter may be deemed to be interested in the promotion of the Issuer to the extent of the Equity Shares held by themselves as well as their relative and also to the extent of any dividend payable to them and other distributions in respect of the aforesaid Equity Shares. Further, our Promoter may also be interested to the extent of Equity Shares held by or that may be subscribed by and allotted to companies and firms in which either of them are interested as a director, member or partner. In addition, our Promoter, being Director may be deemed to be interested to the extent of fees, if any, payable for attending meetings of the Board or a committee thereof as well as to the extent of remuneration and reimbursement of expenses, if any, payable under our Articles of Association and to the extent of remuneration, if any, paid for services rendered as an officer or employee of our Company as stated in section titled “*Our Management*” on page 118 of this Draft Prospectus.

### Interest in the property of our Company

Our Promoter does not have any interest in any property acquired by or proposed to be acquired by our Company since incorporation.

### Interest as Member of our Company

As on the date of this Draft Prospectus, our Promoter and Promoter Group collectively hold 35,23,487 Equity Shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled ‘*Terms of appointment and compensation of our Directors*’ on page 121, our Promoter does not hold any other interest in our Company.

Also see “Our Management-Interest of Directors” on page 125 of Draft Prospectus.

## PAYMENT AMOUNTS OR BENEFIT TO OUR PROMOTER DURING THE LAST TWO YEARS

No payment has been made or benefit given to our Promoter in the two years preceding the date of the Draft Prospectus except as mentioned / referred to in this chapter and in the section titled ‘Our Management’, ‘Financial Information’ and ‘Capital Structure’ on page 118, 137 and 55 respectively of this Draft Prospectus. Further as on the date of the Draft Prospectus, there is no bonus or profit sharing plan for our Promoter.

## CONFIRMATIONS

For details on litigations and disputes pending against the Promoter and defaults made by them, please refer to the section titled “*Outstanding Litigation and Material Developments*” on page 177 of the Draft Prospectus. Our Promoter have not been declared a willful defaulter by the RBI or any other governmental authority and there are no violations of securities laws committed by our Promoter in the past or are pending against them.

## RELATED PARTY TRANSACTIONS

Except as disclosed in the section titled “*Related Party Transactions*” beginning on page 135, our Company has not entered into any related party transactions with our Promoter.

**OUR PROMOTER GROUP / GROUP COMPANIES / ENTITIES**

**PROMOTER GROUP INDIVIDUALS**

The following natural persons (being the immediate relative of our Promoter) form part of our Promoter Group:

**Relatives of Promoters:**

Relationship	Mr. DeepT Sarup Agarwal	Mr. Anil Tekriwal	Mr. Tushar Jalan
Spouse	Mrs. Jaya Agarwal	Mrs. Usha Tekriwal	Mrs. Purna Baruah Jalan
Father	Mr. Makrand Sarup Agarwal	Mr. Radhey Shyam Tekriwal	Mr. Indra Kumar Jalan
Mother	Mrs. Sushila Agarwal	Mrs. Shakuntala Tekriwal	Mrs. Sangeeta Jalan
Brother	Mr. Tarun Sarup Agarwal	Mr. Vinod K. Tekriwal	Mr. Tarun Jalan
Sister	-	Mrs. Meena Ginodia and Mrs. Chanda Ginodia	-
Son	Mr. Priyanshu Agarwal, Mr. Saransh Agarwal	Mr. Ashwini Tekriwal	-
Daughter	-	Mrs. Anusha Ashish Dhandaria	-

Mr. Pira Mal Agarwal, Mrs. Sumitra Devi, Mr. Rakesh Agarwal, Mr. Ratan Lal Bagaria, Mr. Kapil Bagaria, Mr. I.P. Baruah, Mrs. Pranita Baruah, Mrs. Prarthna Baruah being immediate relatives of our Promoters do not form part of the Promoter Group of the Company. Moreover, they do not own shareholding in our Company and are also not involved in the business of our Company. Our Promoters has submitted that the information related to them and/or business/financial interest held by these relatives is not accessible for the purpose of disclosure in the Draft Prospectus/Prospectus and consequently, their entities should not be considered to be part of the “Promoter Group” and “Group Companies. Therefore, though there are no formal disassociation arrangements they are not treated as part of Promoter Group and the disclosures made in this Draft Prospectus are limited to the extent of Information that has been made available by our Promoters in relation to promoter Group and Group Companies.

**PROMOTER GROUP COMPANIES AND ENTITIES**

As specified in clause 2 (zb) of the SEBI Regulation, the companies, HUFs, partnership firms and other entities, that form part of our Promoter Group are as follows:

S.No.	Name of Entity
1.	Divine Solutions Private Limited
2.	Kamdhenu Global Limited
3.	Param Pure Edible Oils Private Limited
4.	D.J.A. Impex Private Limited
5.	Narnarayan Trading Private Limited
6.	ADT Infratech LLP
7.	Buddha Enterprises Private Limited
8.	Omkareshwar Infraestates Private Limited
9.	Buddha Resorts Private Limited
10.	Buddha India Hotels Private Limited
11.	Buddha International Private Limited
12.	Moderncity Realty Private Limited
13.	Five Elements Resources Private Limited

S.No.	Name of Entity
14.	Buddha Foundation
15.	Steel Sales
16.	Aradhita Enterprises Private Limited
17.	AD Exports Private Limited
18.	Anil Tekriwal Ashwini Tekriwal HUF
19.	Tushar Jalan HUF
20.	Paramtham Enterprises
21.	Kamdhenu Global (HK) Limited

#### RELATIONSHIP OF PROMOTERS WITH OUR DIRECTORS

Promoters	Directors	Relationship
Mr. Deept Sarup Agarwal	Mrs. Jaya Agarwal	Husband of Mrs. Jaya Agarwal

#### GROUP ENTITIES OF OUR COMPANY

As per the requirements of SEBI (ICDR) Regulations, for the purpose of identification of 'group companies/entities', our Company has considered companies as covered under the applicable accounting standards (i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India) on a consolidated basis, or other companies as considered material by our Board. Pursuant to a resolution of our Board dated 2<sup>nd</sup> November, 2017, for the purpose of disclosure in offer documents for the Issue, a company shall be considered material and will be disclosed as a Group Entity if such company forms part of the Promoter Group, and our Company has entered into one or more transactions with such company in the previous audit fiscal year / period cumulatively exceeding 20% of the total revenue of our Company for such fiscal.

Based on the above, our Company do not have any group entities.

#### COMMON PURSUITS

M/s. Kamdhenu Global Limited, M/s. Narnarayan Trading Private Limited, M/s. AD Exports Private Limited and M/s Divine Solutions Private Limited, Promoter Group Companies are engaged in the business similar to those carried out by our Company.

#### LITIGATION/ DEFAULTS

For details relating to legal proceedings involving the Promoters and Members of the Promoter Group, see the section titled "Outstanding Litigation and Material Developments" beginning on page 177 of this Draft Prospectus.

#### DISASSOCIATION WITH COMPANIES/FIRMS BY THE PROMOTERS OF OUR COMPANY DURING THE PRECEDING THREE (3) YEARS

Except as disclosed below, Our Promoters have not disassociated with any of entity during the preceding three (3) years from the date of Draft Prospectus.

S.No.	Name of Entity	Reason for Disassociation	Date of Disassociation
<b>Mr. Deept Sarup Agarwal</b>			
1.	M/s. Buddha Enterprises Private Limited	Resignation from Directorship	12.08.2017
2.	M/s. AD Exports Private Limited	Resignation from	27.11.2014

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		Directorship	
<b>Mr. Anil Tekriwal</b>			
1.	M/s. Sarfez Pharmaceuticals India Private Limited	Resignation from Directorship	03.07.2013
2.	M/s. Binny Infrastructure Private Limited	Resignation from Directorship	31.03.2015
<b>Mr. Tushar Jalan</b>			
1.	M/s. Buddha Enterprises Private Limited	Resignation from Directorship	12.08.2017

**INTEREST OF PROMOTER GROUP COMPANIES**

Our Promoter Group companies are interested parties to the extent of their shareholding in the Company, if any dividend and distributions which may be made by the Company in future and to the extent of the related party transactions disclosed in the section titled “*Related Party Transactions*” beginning on page 135 of the Draft Prospectus.

**RELATED BUSINESS TRANSACTION WITHIN THE GROUP AND SIGNIFICANCE ON FINANCIAL PERFORMANCE**

There is no business transactions between our Company and the Promoter Group Companies except as stated on page 135 under section titled as “*Related Party Transactions*”.

**SALE OR PURCHASE BETWEEN OUR COMPANY AND OUR PROMOTER GROUP COMPANIES**

There are no sales or purchases between our Company and any company in the Promoter Group exceeding 10% of the sales or purchases of our Company except as stated on page 135 under section titled as “*Related Party Transactions*”.

**SICK COMPANIES**

There are no Companies in our group listed above which have been declared as a sick company under the SICA. There are no winding up proceedings against any of Promoter Group Companies. The Promoter Group Companies do not have negative net worth. Further, no application has been made by any of them to RoC to strike off their names.

**CONFIRMATION**

Our Promoters and persons forming part of Promoter Group have confirmed that they have not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past and no proceedings pertaining to such penalties are pending against them. Additionally, none of the Promoters and persons forming part of Promoter Group has been restrained from accessing the capital markets for any reasons by SEBI or any other authorities. None of the Promoter or Group Companies has a negative net worth as of the date of the respective last audited financial statements.



## RELATED PARTY TRANSACTIONS

For details on Related Party Transactions of our Company, please refer to Annexure 24 of restated financial statement under the section titled “*Financial Information*” on page 137 of the Draft Prospectus.

## DIVIDEND POLICY

Under the Companies Act, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company in the preceding five financial years.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

**SECTION V - FINANCIAL INFORMATION**

**PART A - Financial Information of Our Company**

**Independent Auditors' Report on Restated Financial Statement**

To,  
The Board of Directors,  
Buddha Global Limited  
S-402, Ground Floor Greater Kailash-1,  
New Delhi-110 048,  
Delhi, India

Dear Sirs,

We have examined the Financial Information of Buddha Global Limited (the Company) described below and annexed to this report for the purpose of inclusion in the offer document. The Financial Information has been prepared in accordance with the requirements of paragraph B (1) of Part II of Schedule II to the Companies Act, ('the Act'), The Securities and Exchange Board of India (SEBI) - Issue of Capital and Disclosure Requirements Regulations, 2009 ('ICDR Regulations') notified on 26<sup>th</sup> August, 2009, the Guidance Note on Reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI) and in terms of the engagement agreed upon by us with the Company.

The Financial Information has been approved by its Board of Directors.

Audit for the financial years ended 31<sup>st</sup> March, 2013 and 31<sup>st</sup> March, 2014 was conducted by M/s. Sachin Anu & Associates, Chartered Accountants and Audit for the years ended 31<sup>st</sup> March, 2015, 31<sup>st</sup> March, 2016, 31<sup>st</sup> March, 2017 and for period ended 30<sup>th</sup> June, 2017 was conducted by M/s. V Malani & Associates, Chartered Accountants and accordingly reliance has been placed on the financial information examined by them for the said years / periods.

In terms of Schedule VIII, Clause IX (9) of the SEBI (ICDR) Regulations, 2009 and other provisions relating to accounts of Buddha Global Limited, We, M/s. Ramanand & Associates, Chartered Accountants, have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

**A. Financial Information as per Audited Financial Statements:**

We have examined:

- a. the attached Statement of Assets and Liabilities, as Restated as at year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 (Annexure 1);
- b. the attached Statement of Profits and Losses, as Restated for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 (Annexure 2);
- c. the attached Statement of Cash Flows, as Restated for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 (Annexure 3);
- d. the significant accounting policies adopted by the Company and notes to the Restated Financial Statements along with adjustments on account of audit qualifications / adjustments / regroupings. (Annexure 4);

(Collectively hereinafter referred as "Restated Financial Statements")

The Restated Financial Statements have been extracted from audited Financial Statements of the Company for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 which have been approved by the Board of Directors.

Based on our examination and in accordance with the requirements of the Act, ICDR Regulations, we state that:

- Restated Statement of Assets and Liabilities of the Company as at March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 are as set out in Annexure 1, which are after making such material adjustments and regroupings as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Profits and Losses of the Company for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 are as set out in Annexure 2, which have been arrived at after making such material adjustments and regroupings to the audited financial statements as, in our opinion are appropriate, and are to be read with the significant accounting policies and notes thereon in Annexure 4;
- Restated Statement of Cash Flows of the Company for the year / period ended March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 are as set out in Annexure 3 after making such material adjustments and regroupings;
- Adjustments for any material amounts in the respective financial years have been made to which they relate; and
- There are no Extra-ordinary items that need to be disclosed separately in the Restated Summary Statements or Auditor's qualification requiring adjustments.
- Adjustments in Financial Statements has been made in accordance with the correct accounting policies.
- There was no change in accounting policies, which needs to be adjusted in the "Restated Financial Statements".
- There are no revaluation reserves, which need to be disclosed separately in the "Restated Financial Statements".
- There are no audit qualifications requiring adjustments.

#### **B. Other Financial Information:**

We have also examined the following Financial Information relating to the Company, which is based on the Restated Financial Statements and approved by the Board of Directors of the Company and annexed to this report, is proposed to be included in the Offer Document:

1. Statement of Details of Reserves & Surplus as at March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 5** to this report.
2. Statement of Accounting Ratios for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 6** to this report.
3. Capitalization Statement as at June 30, 2017 as set out in **Annexure 7** to this report.
4. Statement of Tax Shelters for the year ended on March 31, 2013, 2014, 2015, 2016 and 2017 as set out in **Annexure 8** to this report.
5. Statement of Long Term Borrowings for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 9** to this report.
6. Statement of Short Term Borrowings for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 10** to this report.
7. Statement of Details of Current Liabilities & Provisions of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 11** to this report.
8. Statement of Details of Tangible Assets of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 12** to this report.
9. Statement of Details of Inventories of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 13** to this report.
10. Statement of Details of Trade Receivables of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 14** to this report.

11. Statement of Details of Short Term Loans & Advances as at March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 15** to this report.
12. Statement of Details of Other Current Assets as at March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 16** to this report.
13. Statement of Details of Revenue from Operations of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 17** to this report.
14. Statement of Details of Other Income of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 set out in **Annexure 18** to this report.
15. Statement of Details of Cost of Purchases of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 set out in **Annexure 19** to this report.
16. Statement of Details of Changes in Inventories of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 set out in **Annexure 20** to this report.
17. Statement of Details of Employee Benefit Expenses of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 set out in **Annexure 21** to this report.
18. Statement of Details of Administrative, Selling and Other Expenses of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 set out in **Annexure 22** to this report.
19. Statement of Details of Financial Expenses of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 set out in **Annexure 23** to this report.
20. Statement of Details of Related Party Transactions of the Company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 as set out in **Annexure 24** to this report.

In our opinion, the "Restated Financial Statements" and "Other Financial Information" mentioned above contained in Annexure 1 to 24 of this report have been prepared in accordance with Part II of Schedule II to the Act, the SEBI Guidelines and the Guidance Note on the reports in Company Prospectuses (Revised) issued by the Institute of Chartered Accountants of India (ICAI).

Consequently the financial information has been prepared after making such regroupings and adjustments as were, in our opinion, considered appropriate to comply with the same. As result of these regroupings and adjustments, the amount reported in the financial information may not necessarily be same as those appearing in the respective audited financial statements for the relevant years.

This report should not in any way be construed as a reissuance or redating of the previous audit report, nor should this be construed as a new opinion on any of the financial statements referred to herein.

We have no responsibility to update our report for events and circumstances occurring after the date of the report.

This report is intended solely for your information and for inclusion in the Offer Document in connection with the proposed IPO of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Ramanand & Associates.**  
**Chartered Accountants**  
Firm Registration No.-117776W  
Sd/-  
**Ramanand Gupta**  
**Partner**  
**Membership No. 103975**  
Place: Mumbai  
Date: 13<sup>th</sup> November, 2017

**ANNEXURE-01**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Equity &amp; Liabilities</b>						
<b>Shareholders' Funds</b>						
Share Capital	360.97	360.97	312.93	304.31	1.00	1.00
Reserve & Surplus	1,159.29	1,124.58	240.27	70.36	(1.32)	-
<b>Total (A)</b>	<b>1,520.26</b>	<b>1,485.55</b>	<b>553.20</b>	<b>374.67</b>	<b>(0.32)</b>	<b>1.00</b>
<b>Non Current Liabilities</b>						
Share Application Money	-	-	-	-	-	0.50
Long Term Borrowings	40.65	40.65	422.06	156.04	-	-
Deferred Tax Liabilities (Net)	-	-	-	0.36	-	-
Other Long Term Liabilities	-	-	-	-	-	-
<b>Total (B)</b>	<b>40.65</b>	<b>40.65</b>	<b>422.06</b>	<b>156.40</b>	<b>-</b>	<b>0.50</b>
<b>Current Liabilities</b>						
Short Term Borrowings	794.90	461.61	398.81	3.59	-	-
Trade Payables	4,589.15	1,148.31	1.13	1,419.15	-	-
Other Current Liabilities	5,714.90	2,327.54	1,847.38	5.75	0.32	0.31
Short Term Provisions	60.94	43.67	1.10	11.56	0.07	-
<b>Total (C)</b>	<b>11,159.89</b>	<b>3,981.13</b>	<b>2,248.42</b>	<b>1,440.05</b>	<b>0.39</b>	<b>0.31</b>
<b>Total (D=A+B+C)</b>	<b>12,720.80</b>	<b>5,507.33</b>	<b>3,223.68</b>	<b>1,971.12</b>	<b>0.07</b>	<b>1.81</b>
<b>Assets</b>						
<b>Fixed Assets:</b>						
Tangible Assets	11.18	11.14	16.20	23.55	-	-
Intangible Assets	-	-	-	-	-	-
Long Term Loans & Advances	-	-	-	-	-	-
Non Current Investments	-	-	-	-	-	-
Deferred Tax Assets (Net)	1.66	1.56	0.88	-	-	-
Other Non Current Assets	-	-	-	-	-	1.72
<b>Total (E)</b>	<b>12.84</b>	<b>12.70</b>	<b>17.08</b>	<b>23.55</b>	<b>-</b>	<b>1.72</b>
<b>Current Assets</b>						
Current Investments	-	-	-	-	-	-
Inventories	3,430.23	3,827.44	713.18	311.06	-	-
Trade Receivables	8,305.10	1,087.94	607.04	1,612.53	-	-
Cash & Bank Balances	309.04	307.63	454.60	9.21	0.07	0.09
Short Term Loans & Advances	633.82	233.23	1,406.81	14.28	-	-
Other Current Assets	29.77	38.39	24.97	0.49	-	-
<b>Total (F)</b>	<b>12,707.96</b>	<b>5,494.63</b>	<b>3,206.60</b>	<b>1,947.57</b>	<b>0.07</b>	<b>0.09</b>
<b>Total (G=E+F)</b>	<b>12,720.80</b>	<b>5,507.33</b>	<b>3,223.68</b>	<b>1,971.12</b>	<b>0.07</b>	<b>1.81</b>

**ANNEXURE-02**

**STATEMENT OF PROFIT AND LOSS, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Income</b>						
Revenue from Operations	7,742.48	21,177.97	3,979.53	1,849.99	4.76	-
Other Income	-	0.44	21.22	1.20	-	-
<b>Total</b>	<b>7,742.48</b>	<b>21,178.41</b>	<b>4,000.75</b>	<b>1,851.19</b>	<b>4.76</b>	<b>-</b>
<b>Expenditure</b>						
Cost of Purchases of Stock in trade	7,025.38	23,732.74	4,252.92	2,108.84	3.29	-
Changes in Inventories of Stock in Trade	397.21	(3,114.27)	(402.12)	(311.06)	-	-
Employee Benefit Expenses	7.88	23.32	5.48	1.26	-	-
Administrative, Selling and Other Expenses	221.28	253.40	47.21	15.12	0.99	-
<b>Total</b>	<b>7,651.75</b>	<b>20,895.19</b>	<b>3,903.49</b>	<b>1,814.16</b>	<b>4.28</b>	<b>-</b>
<b>Profit before Depreciation, Interest and Tax</b>	<b>90.73</b>	<b>283.22</b>	<b>97.26</b>	<b>37.03</b>	<b>0.48</b>	<b>-</b>
Depreciation & Amortisations	0.96	5.06	7.36	0.66	-	-
Preliminary Expenses Written Off	-	-	-	-	-	-
<b>Profit before Interest &amp; Tax</b>	<b>89.77</b>	<b>278.16</b>	<b>89.90</b>	<b>36.37</b>	<b>0.24</b>	<b>-</b>
Financial Expenses	37.88	148.29	49.64	1.29	0.01	-
Exceptional Items	-	-	-	-	-	-
<b>Net Profit before Tax</b>	<b>51.89</b>	<b>129.87</b>	<b>40.26</b>	<b>35.08</b>	<b>0.23</b>	<b>-</b>
<b>Less: Provision for Taxes:</b>						
Current Tax	17.27	43.68	14.65	11.56	0.07	-
Deferred Tax	(0.10)	(0.68)	(1.23)	0.36	-	-
<b>Net Profit After Tax &amp; Before Extraordinary Items</b>	<b>34.72</b>	<b>86.87</b>	<b>26.84</b>	<b>23.16</b>	<b>0.16</b>	<b>-</b>
Extra Ordinary Items	-	-	-	-	-	-
<b>Net Profit</b>	<b>34.72</b>	<b>86.87</b>	<b>26.84</b>	<b>23.16</b>	<b>0.16</b>	<b>-</b>



**ANNEXURE-03**

**STATEMENT OF CASH FLOW, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>						
Net profit before taxes	51.89	129.87	40.26	35.08	0.23	-
Adjustment for:						
Add: Depreciation & Amortisations	0.96	5.06	7.36	0.66	-	-
Add: Interest & Finance Charges	37.88	148.29	49.64	1.29	0.01	-
Add: Preliminary Expenses Written Off.	-	-	-	-	0.24	-
Add / (Less): Loss / (Profit) on Sale of Assets	-		-			
Operating Profit before Working capital changes	<b>90.73</b>	<b>283.22</b>	<b>97.26</b>	<b>37.03</b>	<b>0.48</b>	-
Adjustments for:						
Decrease (Increase) in Inventories	397.21	(3,114.26)	(402.12)	(311.06)	-	-
Decrease (Increase) in Trade & Other Receivables	(7,217.16)	(480.90)	1,005.49	(1,612.53)	-	-
Decrease (Increase) in Short Term Loans & Advances (Excl Taxes)	(399.57)	1,173.58	(1,392.53)	(14.28)	-	-
Decrease (Increase) in Other Current Assets	8.62	(13.42)	(24.48)	(0.49)	-	-
Increase (Decrease) in Trade Payables	3,440.84	1,147.18	(1,418.02)	1,419.15	-	-
Increase (Decrease) in Short Term Provisions (Excl Taxes)	21.82	32.18	-	-	-	-
Increase (Decrease) in Other Current Liabilities	3,387.36	480.16	1,841.63	5.43	0.01	0.04
Net Changes in Working Capital	<b>(360.88)</b>	<b>(775.48)</b>	<b>(390.03)</b>	<b>(513.78)</b>	<b>0.01</b>	<b>0.04</b>
Cash Generated from Operations	(270.15)	(492.26)	(292.77)	(476.75)	0.49	0.04
Taxes	(22.84)	(33.29)	(25.11)	(0.07)	-	-
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(292.99)</b>	<b>(525.55)</b>	<b>(317.88)</b>	<b>(476.82)</b>	<b>0.49</b>	<b>0.04</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>						
Sale / (Purchase) of Fixed Assets and CWIP	(1.00)	-	(0.01)	(24.21)	-	-
Decrease (Increase) in Investments	-	-	-	-	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(1.00)</b>	<b>-</b>	<b>(0.01)</b>	<b>(24.21)</b>	<b>-</b>	<b>-</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>						
Issue of share capital and Proceeds / (Refund) from Share Application Money	-	845.48	151.68	351.84	(0.50)	-
Interest & Finance Charges	(37.88)	(148.29)	(49.64)	(1.29)	(0.01)	-
Preliminary Expenses Incurred	-	-	-	-	-	(0.23)
Increase / (Repayment) of Long Term Borrowings	-	(381.41)	266.02	156.04	-	-
Increase / (Repayment) of Short Term Borrowings	333.29	62.80	395.22	3.59	-	-
Decrease (Increase) in Long Term Loans &	-	-	-	-	-	-

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**BUDDHA GLOBAL LIMITED**

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Advances						
Net Cash Flow from Financing Activities (C)	295.41	378.58	763.28	510.18	(0.51)	(0.23)
Net Increase / (Decrease) in Cash & Cash Equivalents	1.42	(146.97)	445.39	9.15	(0.02)	(0.19)
Cash and cash equivalents at the beginning of the year / Period	307.63	454.60	9.21	0.07	0.09	0.27
Cash and cash equivalents at the end of the year/ Period	309.04	307.63	454.60	9.21	0.07	0.09

**Annexure-04**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNT FOR PREPARATION OF RESTATED FINANCIAL STATEMENT**

**A. SIGNIFICANT ACCOUNTING POLICIES:**

**1. Basis of Preparation of Financial Statements**

- a. The Restated Financial Information for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017 has been extracted by the management of the Company from the audited financial statements of the company for the year / period ended on March 31, 2013, 2014, 2015, 2016, 2017 and June 30, 2017.
- b. The Restated Financial Information are after making adjustments/ restatements and regrouping as necessary in accordance with paragraph B(1) of Part II of Schedule II of The Companies Act and SEBI Regulations.
- c. The Financial Statements have been prepared under Historical Cost conventions and in accordance with the Generally Accepted Accounting Principles ('GAAP') applicable in India, Companies (Accounting Standard) Rules, 2006 notified by Ministry of Company Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 1956 & 2013.
- d. The company generally follows the mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis.

**2. Use of Estimates**

The preparation of Financial Statements in conformity with GAAP requires that the management of the Company makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements. Examples of such estimates include the useful lives of fixed assets and intangible assets, provision for doubtful debts / advances, future obligations in respect of retirement benefit plans, etc. Actual results could differ from these estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized. Management believes that the estimates used in preparation of financial statements are prudent and reasonable.

**3. Fixed Assets and Depreciation**

- i. Fixed Assets are shown at historical cost net of recoverable taxes inclusive of incidental expenses less accumulated depreciation.
- ii. Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated depreciation.
- ii. Depreciation on fixed assets is provided on written down value method using the rates arrived at based on the rates prescribed in the Schedule II to the Companies Act, 2013.
- iii. Depreciation on fixed assets sold during the year, is provided on pro-rata basis with reference to the date of addition/deletion.

**4. Revenue Recognition**

Revenue is recognized only when it is probable that economic benefits will flow to the company and revenue can be reliably measured.

Revenue from sale of services is recognized pro rata over the period of the contract as and when services are rendered. It is difficult to identify the completion of work due to complexity of the services rendered. Hence the management's confirmation is accepted in identifying the above.

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

## **5. Investments**

Current investments are carried at lower of cost and quoted/fair value, computed category wise. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

## **6. Impairment of Assets**

As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss". Impairment loss, if any, is provided to the extent, the carrying amount of assets exceeds their recoverable amount. Recoverable amount is higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from continuing use of an asset and from its disposal at the end of its useful life.

## **7. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

## **8. Taxation**

Tax expenses for the year comprise of current tax and deferred tax. Current tax is measured after taking into consideration the deductions and exemptions admissible under the provision of Income Tax Act, 1961 and in accordance with Accounting Standard 22 on "Accounting for Taxes on Income", issued by ICAI.

Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that are measured at relevant enacted tax rates. At each Balance Sheet date the company reassesses unrecognized deferred tax assets, to the extent they become reasonably certain or virtually certain of realization, as the case may be.

## **8. Leases**

### **Finance Lease**

Leases, which effectively transfer to the company all the risks and benefits incidental to ownership of the leased item, are classified as Finance Lease. Lease rentals are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income life of the assets at the following rates

### **Operating Lease**

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

## **10. Preliminary Expenses**

Preliminary expenses are amortized as per AS-26 issued by ICAI.

## **11. Earnings per Share**

In determining the Earnings Per share, the company considers the net profit after tax includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

## **12. Contingent Liabilities & Provisions**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for:

- a. Possible obligation which will be confirmed only by future events not wholly within the control of the company, or
- b. Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

## **13. Foreign Exchange Transactions**

- i. Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- ii. Monetary items denominated in foreign currencies at the year end are restated at year-end rates. In case of items, which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
- iii. Non-monetary foreign currency items are carried at cost.
- iv. In respect of branches, which are integral foreign operations, all transactions are translated at rates prevailing on the date of transaction or that approximates the actual rate at the date of transaction. Branch monetary assets and liabilities are restated at the year-end rates.
- v. Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and loss account except in case of long-term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

## **B. CHANGES IN ACCOUNTING POLICIES IN THE YEARS COVERED IN THE RESTATED FINANCIALS.**

There is no change in significant accounting policies during the reporting period. Further Accounting Policies has been changed as and when Accounting Standards issued by the Institute of Chartered Accountants of India / Companies (Accounting Standard) Rules, 2006 were made applicable on the relevant dates.

## C. NOTES ON RESTATED FINANCIAL STATEMENTS

### NOTES ON RESTATEMENTS MADE IN THE RESTATED FINANCIALS

(Rs. in Lacs)

Financial Year ended	June, 30 <sup>th</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>	March, 31 <sup>st</sup>
	2017	2017	2016	2015	2014	2013
Profit after tax as per Audited Statement of Account(A)	34.72	86.87	26.84	23.16	0.16	-
Adjustments*:	-	-	-	-	-	-
Profit after tax as per Restated Profit & Loss(A)	34.72	86.87	26.84	23.16	0.16	-

\* There are no major items requiring adjustments.

### (III) OTHER NOTES

#### General

1. The Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Kanpur to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of the Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi.

#### 2. Contingent liabilities

There are no contingent liabilities

#### 3. Dues to Micro enterprises and Small enterprises:

Under the Micro, Small and Medium Enterprise Development Act, 2006 certain disclosure is required to be made related to micro, small and medium enterprise. The company has disclosed the same.

#### 4. Segment Reporting

The company operates only in one reportable business segment viz. trading and supply of food grains. Hence, there are no reportable segments under Accounting Standard -17. The conditions prevailing in India being uniform no separate geographical disclosures are considered necessary.

5. In the opinion of the Board, subject to the debts considered doubtful, Current Assets and Loans and Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

#### 6. Earnings per Share

The details of Earnings Per Share as per AS-20 are provided in Annexure 06.

#### 7. Related Party Transactions:

The details of Related Party Transactions as per AS-18 are provided in Annexure 24.

8. The figures in the Restated Financials are stated in Lacs and rounded off to two decimals and minor rounding off difference is ignored.

**Annexure- 05**

**STATEMENT OF DETAILS OF RESERVES & SURPLUS, AS RESTATED**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Profit / (Loss) Brought Forward	135.55	48.68	21.84	(1.32)	-	-
Add: Profit / (Loss) for the Year	34.72	86.87	26.84	23.16	0.16	-
(Less): Preliminary Expenses Written Off	-	-	-	-	(1.48)	-
(Less):	-	-	-	-	-	-
<b>Profit / (Loss) Carried Forward (A)</b>	<b>170.27</b>	<b>135.55</b>	<b>48.68</b>	<b>21.84</b>	<b>(1.32)</b>	<b>-</b>
Securities Premium Brought Forward	989.03	191.59	48.53	-	-	-
Add: Premium on Shares Issued during the year	-	797.44	143.06	48.53	-	-
(Less): Utilised for Bonus Issue	-	-	-	-	-	-
<b>Securities Premium Carried Forward (B)</b>	<b>989.03</b>	<b>989.03</b>	<b>191.59</b>	<b>48.53</b>	<b>-</b>	<b>-</b>
<b>Reserves &amp; Surplus (A+B)</b>	<b>1159.29</b>	<b>1124.58</b>	<b>240.27</b>	<b>70.36</b>	<b>(1.32)</b>	<b>-</b>

**Annexure- 06**

**STATEMENT OF ACCOUNTING RATIOS**

(Rs. In Lacs, except per share data)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Net Worth ( A )	1518.60	1483.99	552.32	374.67	(0.32)	(0.72)
Net Profit after Tax ( B )	34.72	86.87	26.84	23.16	0.16	-
No. of Shares outstanding at the end [F.V Rs.10] ( C )	36,09,672	36,09,672	31,29,288	30,43,103	10,000	10,000
Weighted average number of shares [F.V Rs.10]( D )	36,09,672	35,04,914	30,67,188	3,48,582	10,000	10,000
Earnings per Share (EPS) ( B / D ) (Rs.)	0.96	2.48	0.88	6.64	1.60	-
Return on Net Worth ( B / A )	2.29%	5.85%	4.86%	6.18%	N.A.	N.A.
Net Assets Value per Share ( A / D )	42.07	42.34	18.01	107.48	(3.20)	(7.20)

Definitions of key ratios:

**I. Earnings per share (Rs.):** Net Profit attributable to equity shareholders / weighted average number of equity shares. Earnings per share calculations are done in accordance with Accounting Standard 20 "Earnings Per Share" as issued by The Institute of Chartered Accountants of India. As per AS-20, the number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. In case of a bonus issue, the bonus shares has been added to corresponding year to the extent of reserves available in the corresponding year. Weighted average number of equity shares outstanding during all the previous years have been considered accordingly.

**II. Return on Net Worth (%):** Net Profit after tax / Net worth as at the end of the year.

**III. Net Asset Value (Rs.):** Net Worth at the end of the year / Weighted Average Number of equity shares.

**IV. Net Profit,** as appearing in the Statement of restated profits and losses, and Net Worth as appearing in the restated statement of Assets & Liabilities has been considered for the purpose of computing the above ratios.

**Annexure -07**

**CAPITALIZATION STATEMENT**

(Rs. In Lacs)

Particulars	Pre-issue as at 30.06.2017	Post Issue *
Borrowing		
Short - Term Debt	794.90	
Long - Term Debt	40.65	
Total Debt	835.55	
Shareholders' Funds		
Share Capital		
- Equity	360.97	
- Preference	-	
Reserves & Surplus	1159.29	
Less: Preliminary Expenses / Pre Operative Expenses	-	
Less: Deferred Tax Assets	1.66	
Total Shareholders Funds	1518.60	
Long - Term Debt / Shareholders Fund	0.03	
Short - Term Debt / Shareholders Fund	0.52	

\* The Post Issue Capitalization will be determined only after the completion of the allotment of equity shares.

**Annexure- 08**

**STATEMENT OF TAX SHELTERS**

(Rs. In Lacs)

Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Profit before tax as per Restated P/L	129.87	40.26	35.08	0.23	-
Applicable Corporate Tax Rate	30.90%	30.90%	30.90%	30.90%	30.90%
Tax at Notional Rate	40.13	12.44	10.84	0.07	-
<b>Adjustments</b>					
Difference between Tax Depreciation and Book Depreciation	(2.20)	(4.00)	1.16	-	-
Exempted Income	-	-	-	-	-
Disallowance	(0.02)	(1.36)	(3.50)	-	-
Items Chargeable at special rates	-	-	-	-	-
Other Items	-	-	-	-	-



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Particulars	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Net Adjustments</b>	<b>(2.22)</b>	<b>(5.36)</b>	<b>(2.34)</b>	-	-
Tax Saving thereon	(0.69)	(1.66)	(0.72)	-	-
Tax Saving to the the extent of Tax at Notional Rate	-	(1.66)	(0.72)	-	-
Tax Payable [A]	40.82	14.10	11.56	0.07	-
Tax Payable on items chargeable at special rates [B]	-	-	-	-	-
Total Tax Payable [C=A+B]	40.82	14.10	11.56	0.07	-
Tax Rebates / Credits [D]	-	-	-	-	-
<b>Tax Payable [E=C-D]</b>	<b>40.82</b>	<b>14.10</b>	<b>11.56</b>	<b>0.07</b>	-
<b>Tax Payable u/s 115 JB of Income Tax Act [F]</b>	<b>24.75</b>	<b>7.67</b>	<b>6.68</b>	<b>0.04</b>	-
<b>Final Tax Payable (Higher of [E] &amp; [F])</b>	<b>40.82</b>	<b>14.10</b>	<b>11.56</b>	<b>0.07</b>	-

**Annexure - 09**

**STATEMENT OF DETAILS OF LONG TERM BORROWINGS**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b><u>Secured:-</u></b>						
Vehicle Loans*	9.66	9.66	14.06	18.04	-	-
Loan from Financial Institutions	-	-	-	-	-	-
<b><u>Unsecured**:-</u></b>						
Loan from Banks & Financial Institutions	-	-	-	-	-	-
Loan from Promoters and Directors	30.99	30.99	408.00	138.00	-	-
<b>Total</b>	<b>40.65</b>	<b>40.65</b>	<b>422.06</b>	<b>156.04</b>	-	-

\*Secured by hypothecation of vehicles purchased under relevant loans.

\*\* Unsecured repayable on call

**Annexure - 10**

**STATEMENT OF DETAILS OF SHORT TERM BORROWINGS**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b><u>Secured*:-</u></b>						
Working Capital loan from Punjab National Bank	399.47	400.10	394.83			
Working Capital loan from Karnataka Bank	373.03	33.10	-	-	-	-
<b><u>Unsecured**:-</u></b>						
Current maturities of Loan Term Inter Corporate Loans	22.40	28.41	3.98	3.59		
Other Loans	-	-	-	-	-	-
<b>Total</b>	<b>794.90</b>	<b>461.61</b>	<b>398.81</b>	<b>3.59</b>	-	-

\* Secured by hypothecation of stock and book debts and collateral security of immovable properties belonging to of promoter and promoter group / group entities.

\*\* Unsecured repayable on call

**Annexure - 11**

**STATEMENT OF DETAILS OF CURRENT LIABILITIES AND PROVISIONS**

	(Rs. In Lacs)					
Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Current Liabilities</b>						
<b>Trade Payables</b>						
Sundry Creditors for Goods and Materials	4589.15	1148.31	1.13	1419.15	-	-
Other Creditors	-	-	-	-	-	-
<b>Sub Total (A)</b>	<b>4589.15</b>	<b>1148.31</b>	<b>1.13</b>	<b>1419.15</b>	<b>-</b>	<b>-</b>
<b>Other Current Liabilities</b>						
Expenses Payable	15.15	7.91	1.31	0.30	0.32	0.31
Duties and Taxes Payable	1.62	2.22	0.71	0.45	-	-
Advance Received from customers	5698.13	2317.41	1845.36	5.00	-	-
<b>Sub Total (B)</b>	<b>5714.90</b>	<b>2327.54</b>	<b>1847.38</b>	<b>5.75</b>	<b>0.32</b>	<b>0.31</b>
<b>Provisions</b>						
Provision for Taxes	60.94	43.67	1.10	11.56	0.07	-
<b>Sub Total (C)</b>	<b>60.94</b>	<b>43.67</b>	<b>1.10</b>	<b>11.56</b>	<b>0.07</b>	<b>-</b>
<b>Total (A+B+C)</b>	<b>10364.99</b>	<b>3519.52</b>	<b>1849.61</b>	<b>1436.46</b>	<b>0.39</b>	<b>0.31</b>

**Annexure - 12**

**STATEMENT OF DETAILS OF TANGIBLE ASSETS**

	(Rs. In Lacs)					
Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.14
Office Equipments	0.91	-	-	-	-	-
Motor Vehicles	10.27	11.14	16.20	23.55	-	-
<b>Total</b>	<b>11.18</b>	<b>11.14</b>	<b>16.20</b>	<b>23.55</b>	<b>-</b>	<b>-</b>

**Annexure - 13**

**STATEMENT OF DETAILS OF INVENTORIES**

	(Rs. In Lacs)					
Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Stock of Food Grains	3430.23	3827.44	713.18	311.06	-	-
<b>Total</b>	<b>3430.23</b>	<b>3827.44</b>	<b>713.18</b>	<b>311.06</b>	<b>-</b>	<b>-</b>

**Annexure - 14**

**STATEMENT OF DETAILS OF TRADE RECEIVABLES**

	(Rs. In Lacs)					
Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>(A) Unsecured, Considered good outstanding for a period less than six months</b>						
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-	-

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Others	17.87	12.49	-	-	-	-
<b>(B) Unsecured, Considered good outstanding for a period more than six months</b>						
Amount due from Promoter/Group Companies and Directors	-	-	-	-	-	-
Others	8287.24	1075.45	607.04	1612.53	-	-
<b>Total</b>	<b>8305.10</b>	<b>1087.94</b>	<b>607.04</b>	<b>1612.53</b>	<b>-</b>	<b>-</b>

**Annexure - 15**

**STATEMENT OF DETAILS OF SHORT TERM LOANS AND ADVANCES**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Claims & Refund Receivable	9.88	8.57	28.18	11.83	-	-
Advances to Suppliers	623.94	224.66	1378.63	2.45	-	-
<b>Total</b>	<b>633.82</b>	<b>233.23</b>	<b>1406.81</b>	<b>14.28</b>	<b>-</b>	<b>-</b>

**Annexure - 16**

**STATEMENT OF DETAILS OF OTHER CURRENT ASSETS**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Interest Accrued	0.26	9.27	5.11	0.04	-	-
Prepaid Expenses	0.07	0.18	19.86	0.45	-	-
Deposits	29.44	28.94	-	-	-	-
<b>Total</b>	<b>29.77</b>	<b>38.39</b>	<b>24.97</b>	<b>0.49</b>	<b>-</b>	<b>-</b>

**Annexure - 17**

**STATEMENT OF DETAILS OF REVENUE OF OPERATIONS**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Sale of Traded Goods (Food Grains)	7742.48	21177.97	3979.53	1849.99	4.76	-
Sale of Traded Goods (Uttar Pradesh)	-	-	-	-	-	-
<b>Total</b>	<b>7742.48</b>	<b>21177.97</b>	<b>3979.53</b>	<b>1849.99</b>	<b>4.76</b>	<b>-</b>

**Annexure - 18**

**STATEMENT OF DETAILS OF OTHER INCOME**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Interest Income	-	-	5.64	0.04	-	-
Sales Incentives	-	0.44	5.28	-	-	-
Discount Received	-	-	-	0.96	-	-
Foreign Exchange fluctuation gain	-	-	10.20	-	-	-
Duty Drawback	-	-	0.10	0.20	-	-
<b>Total</b>	<b>-</b>	<b>0.44</b>	<b>21.22</b>	<b>1.20</b>	<b>-</b>	<b>-</b>

**Annexure - 19**

**STATEMENT OF DETAILS OF COST OF PURCHASES**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Purchase of Traded Goods (Food Grains)	7025.38	23732.74	4252.92	2108.84	3.29	-
<b>Total</b>	<b>7025.38</b>	<b>23732.74</b>	<b>4252.92</b>	<b>2108.84</b>	<b>3.29</b>	<b>-</b>

**Annexure - 20**

**STATEMENT OF DETAILS OF CHANGES IN INVENTORIES**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>Traded Goods of Food Grains:</b>						
Closing Stock	3430.23	3827.44	713.18	311.06	-	-
(Less) : Opening Stock	(3827.44)	(713.18)	(311.06)	-	-	-
<b>(Increase) / Decrease in Stock</b>	<b>397.21</b>	<b>(3114.27)</b>	<b>(402.12)</b>	<b>(311.06)</b>	<b>-</b>	<b>-</b>

**Annexure - 21**

**STATEMENT OF DETAILS OF EMPLOYEE BENEFIT EXPENSES**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Salary, Wages and Allowances	7.77	22.70	5.38	1.20	-	-
Staff Welfare Expenses	0.11	0.62	0.10	0.06	-	-
<b>Total</b>	<b>7.88</b>	<b>23.32</b>	<b>5.48</b>	<b>1.26</b>	<b>-</b>	<b>-</b>

**Annexure - 22**

**STATEMENT OF DETAILS OF ADMINISTRATIVE, SELLING AND OTHER EXPENSES**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Power & Fuel	-	0.22	0.24	0.18	-	-
Insurance Expenses	0.20	1.16	0.73	0.04	-	-
Interest/Penalty on TDS/TAX	0.02	0.02	1.36	-	-	-
Accounting Charges	-	-	-	-	0.12	-
Audit Fees	-	1.77	1.43	0.30	0.15	-
<b>Selling &amp; Distribution Expenses:</b>						-
Commission expenses	-	5.41	-	3.50	-	-
Labour Charges	-	-	0.40	0.54	-	-
Export Credit Guarantee Policy Bond and Expenses	-	-	-	0.11	-	-
Exhibitions/ Participation charges	-	-	-	0.82	-	-
<b>General Expenses</b>						-
Telephone Expenses	0.01	0.09	0.06	0.24	-	-
Printing & Stationery Expenses	0.08	0.31	0.24	0.03	-	-
Membership fees	0.07	0.71	0.07	0.12	-	-
Business Promotion Expenses	0.20	0.40	0.61	0.64	-	-

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Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
ROC Filing fees	-	0.03	0.14	3.81	-	-
Building Maintenance	0.30	1.10	-	-	-	-
Interest Paid	-	0.04	-	-	-	-
Foreign Exchange Fluctuation	0.09	0.10	-	0.01	-	-
Travelling & Tour	2.89	6.69	0.56	0.49	-	-
Legal & Professional Fees	1.10	3.58	3.88	1.33	0.72	-
Car maintenance expenses	0.14	0.42	-	0.04	-	-
Miscellaneous expenses	0.01	0.09	0.16	-0.00	-	-
Repair & Maintenance expenses	0.14	0.16	0.03	-	-	-
Office Expenses	0.30	0.88	0.17	-	-	-
Festival Expenses	-	0.57	1.03	-	-	-
Rent Account	6.56	22.25	0.29	-	-	-
Rates & Taxes	-	0.01	1.57	-	-	-
Overtime Expenses	-	0.11	0.08	-	-	-
Postage & Courier charges	0.02	0.19	0.04	-	-	-
Freight Outward	-	-	5.05	-	-	-
<b>Direct Expenses</b>	-	-	-	-	-	-
Loading & Unloading Expenses	1.18	7.69	-	-	-	-
Consumables	-	7.16	-	-	-	-
Cartage inward charges	-	-	0.02	-	-	-
Freight	48.85	53.75	-	-	-	-
Ocean freight	0.17	4.73	-	-	-	-
CHA Expenses	8.44	9.92	0.41	0.05	-	-
Clearing & Forwarding charges	19.87	16.27	0.92	-	-	-
Concor Charges	-	0.68	0.01	-	-	-
Export Credit Guarantee Policy Bond and Expenses	-	-	0.15	-	-	-
Ground rent	18.05	11.45	0.26	-	-	-
Hulage Charges	-	-	4.26	-	-	-
Inspection Charges	0.13	0.53	1.44	-	-	-
Handling charges	4.64	12.41	-	-	-	-
Insurance Charges -Exports	-	0.08	0.13	-	-	-
Detention Charges	68.88	20.92	-	-	-	-
Stamp duty Charges	3.44	4.97	-	-	-	-
Testing Charges (PQFS)	6.46	5.38	-	-	-	-
Port Charges	4.47	4.40	5.52	-	-	-
Terminal Handling Charges	19.55	21.18	-	-	-	-
Yard Charges	2.66	15.36	-	-	-	-
Fumigation Expenses	0.27	0.13	-	-	-	-
Sea Freight	2.07	9.94	5.85	-	-	-
Misc. Expenses	-	0.10	-	-	-	-
Freight Inward	-	-	10.11	-	-	-
Inland Haulage Charges	-	-	-	2.88	-	-
<b>Total</b>	<b>221.28</b>	<b>253.40</b>	<b>47.21</b>	<b>15.12</b>	<b>0.99</b>	<b>-</b>

**Annexure - 23**

**STATEMENT OF DETAILS OF FINANCIAL EXPENSES**

(Rs. In Lacs)

Particulars	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
Interest	18.12	52.12	31.04	1.06	-	-
Bank Charges	12.87	74.91	16.04	0.23	0.01	-
Processing Fees	6.90	21.27	2.56	-	-	-
<b>Total</b>	<b>37.88</b>	<b>148.29</b>	<b>49.64</b>	<b>1.29</b>	<b>0.01</b>	<b>-</b>

**Annexure-24**

**STATEMENT OF DETAILS OF RELATED PARTY TRANSACTIONS**

(Rs. In Lacs)

Particulars	Relationship	Name	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
<b>REVENUE ITEMS :</b>								
Salaries & Remuneration	Managing Director	Deept Sarup Agarwal	1.50	5.00	-	-	-	-
	Director	Anil Tekriwal	3.00	-	-	-	-	-
	Director	TusharJalan	-	6.00	-	-	-	-
Rent		Buddha India Hotels Pvt Ltd		0.57	0.53			
		Buddha Resorts Pvt Ltd	-	1.20	-	-	-	-
Purchase of Goods								
Sale of Goods	KMP is a Director	Kamdheni Global Limited	-	1,566.81	-	-	-	-
	KMP is a Director	Narnarayan Trading Pvt. Ltd.	-	76.00	-	-	-	-
Advance Received	Kmp is a Proprietor	Steel Sales	1.00					
	KMP is a Director	Buddha Enterprises Pvt.Ltd.	25.50					
	KMP is a Director	Narnarayan Trading Pvt. Ltd.	3.50		-	-	-	-
Advance Paid	KMP is a Director	Narnarayan Trading Pvt. Ltd.	3.50		-	-	-	-
	Kmp is a Proprietor	Steel Sales	3.25	-	-	-	-	-

**BUDDHA GLOBAL LIMITED**

Particulars	Relationship	Name	30.06.17	31.03.17	31.03.16	31.03.15	31.03.14	31.03.13
	KMP is a Director	Buddha Enterprises Pvt.Ltd.	0.50	-	-	-	-	-
<b>NON REVENUE ITEMS :</b>								
Loan Given								
Loan Repaid	KMP is a Director	Kamdhenu Global Limited	-	-	226.00	40.00	-	-
	KMP is a Director	Buddha India Hotels Pvt. Ltd.	-	-	32.50	193.00	-	-
	KMP is a Director	Divine Solutions Pvt. Ltd.	-	57.00	-	-	-	-
	KMP is a Proprietor	Steel Sales		0.81	55.52	-	-	-
	Director	Tushar Jalan	-	-	15.00	-		
	Director	Anil Tekriwal	-	-	-	0.26		
Loan Taken	KMP is a Director	Kamdhenu Global Limited	-	-	113.86	152.14	-	-
	KMP is a Proprietor	Steel Sales	-	0.81	30.50	24.50	-	-
	KMP is a Director	Buddha India Hotels Pvt. Ltd.	-	-	32.50	193.00	-	-
	KMP is a Director	Divine Solutions Pvt. Ltd.	-	57.00	-	-	-	-
	KMP is a Director	Tushar Jalan	-	-	14.70	0.30	-	-
	KMP is a Director	Anil Tekriwal	-	-	-	0.81	-	-
Investment								
Equity Contribution during year	Director	Anil Tekriwal	-	13.40	-	49.22	-	-
	Managing Director	Deept Sarup Agarwal	-	181.05	-	3.04	-	-
	KMP is a Father	Ashwini Tekriwal	-	12.74 (Trfd)	-	49.19	-	-
	Director	Tushar Jalan	-	-	-	49.69	-	-
	KMP is a Karta	Tushar Jalan (HUF)	-	18.49	-	-	-	-
	KMP is a Director	Kamdhenu Global Limited	-	200.19 (Trfd)	48.03	152.16		

### FINANCIAL INDEBTEDNESS

As on June 30, 2017, our Company has availed secured borrowings of Rs. 782.16 lacs and unsecured borrowings outstanding of Rs. 53.39 lacs. Set forth below is a brief summary of our aggregate outstanding borrowings (both fund based and non-fund based) on a consolidated basis as on June 30, 2017.

Name of Lender	Purpose	Sanctioned Amount	Rate of Interest (%)	Security	Repayment Schedule	Outstanding Amount as on 30 <sup>th</sup> June, 2017
Punjab National Bank	Working Capital loan	Rs. 1900.00 Lacs	Base Rate + 2.50% -0.25% (concession of collateral security)	Secured by hypothecation of stock and book debts and collateral security of immovable properties belonging to of promoter and promoter group / group entities.	Payable on Demand	Rs. 399.47 Lacs
Karnataka Bank	Working Capital loan	Rs. 1900.00 lacs	Base Rate +1.60% p.a.		Payable on Demand	Rs. 373.03 lacs
ICICI Bank	Vehicle Loan	Rs. 22.00 Lacs	9. P.a.	Secured by hypothecation of vehicles purchased under relevant loans.	Monthly	Rs. 9.66 Lacs

#### Unsecured Loan:-

Name	Amount outstanding as on 30 <sup>th</sup> June, 2017 (In Lacs)
Aditya Birla Finance & Megma Fincorp Finance	30.99
Aditya Birla Finance & Megma Fincorp Finance (Inc. ICICI Vehicle Loan)	22.40
<b>Total</b>	<b>53.39</b>



**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION**

The following discussion of our financial condition and results of operations should be read in conjunction with our audited restated financial statements for the financial period ended June 30, 2017 and for the financial years ended March 2017, 2016, 2015, 2014 and 2013 prepared in accordance with the Companies Act and Indian GAAP and restated in accordance with the SEBI ICDR Regulations, including the schedules, annexure and notes thereto and the reports thereon, included in the section titled "*Financial Information*" on page 137 of this Draft Prospectus. The following discussion relates to our Company on a standalone basis, and, unless otherwise stated, is based on our restated financial statements, which have been prepared in accordance with Indian GAAP, the Accounting Standards and other applicable provisions of the Companies Act and the SEBI (ICDR) Regulations. Our fiscal year ends on March 31 of each year so accordingly all references to a particular financial year are to the twelve months ended March 31 of that year.

Indian GAAP differs in certain material aspects from U.S. GAAP and IFRS. We have not attempted to quantify the impact of IFRS or U.S. GAAP on the financial data included in this Draft Prospectus, nor do we provide reconciliation of our financial statements to those under U.S. GAAP or IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with the Companies Act, Indian GAAP and SEBI ICDR Regulations.

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those set forth in "*Risk Factors*" and "*Forward-Looking Statements*" on pages 15 and 14, of this Draft Prospectus beginning respectively.

**Global Economic Overview**

The pickup in global growth anticipated in the April World Economic Outlook remains on track, with global output projected to grow by 3.5 percent in 2017 and 3.6 percent in 2018. The unchanged global growth projections mask somewhat different contributions at the country level. U.S. growth projections are lower than in April, primarily reflecting the assumption that fiscal policy will be less expansionary going forward than previously anticipated. Growth has been revised up for Japan and especially the euro area, where positive surprises to activity in late 2016 and early 2017 point to solid momentum. China's growth projections have also been revised up, reflecting a strong first quarter of 2017 and expectations of continued fiscal support. Inflation in advanced economies remains subdued and generally below targets; it has also been declining in several emerging economies, such as Brazil, India, and Russia.

While risks around the global growth forecast appear broadly balanced in the near term, they remain skewed to the downside over the medium term. On the upside, the cyclical rebound could be stronger and more sustained in Europe, where political risk has diminished. On the downside, rich market valuations and very low volatility in an environment of high policy uncertainty raise the likelihood of a market correction, which could dampen growth and confidence. The more supportive policy tilt in China, especially strong credit growth, comes with rising downside risks to medium-term growth. Monetary policy normalization in some advanced economies, notably the United States, could trigger a faster-than-anticipated tightening in global financial conditions. And other risks discussed in the April 2017 WEO, including a turn toward inward-looking policies and geopolitical risks, remain salient.

Projected global growth rates for 2017-18, though higher than the 3.2 percent estimated for 2016, are below pre-crisis averages, especially for most advanced economies and for commodity-exporting emerging and developing economies. Among the former, many face excess capacity as well as headwinds to potential growth from aging populations, weak investment, and slowly advancing productivity. In view of weak core inflation and muted wage pressures, policy settings should remain consistent with lifting inflation expectations in line with targets, closing output gaps, and—where appropriate—external rebalancing. Reforms to boost potential output are of the essence,

and slow aggregate output growth makes it even more important that gains are shared widely across the income distribution. Financial stability risks need close monitoring in many emerging economies. Commodity exporters should continue adjusting to lower revenues, while diversifying their sources of growth over time.

### **The Global Economy Maintains Momentum**

The cyclical recovery continues. Growth outturns in the first quarter of 2017 were higher than the April WEO forecasts in large emerging and developing economies such as Brazil, China, and Mexico, and in several advanced economies including Canada, France, Germany, Italy, and Spain. High-frequency indicators for the second quarter provide signs of continued strengthening of global activity. Specifically, growth in global trade and industrial production remained well above 2015-16 rates despite retreating from the very strong pace registered in late 2016 and early 2017. Purchasing managers' indices (PMIs) signal sustained strength ahead in manufacturing and services.

Commodities and inflation. Oil prices have receded, reflecting strong inventory levels in the United States and a pickup in supply. Headline inflation also generally softened as the impact of the commodity price rebound of the second half of 2016 faded, and remains at levels well below central bank targets in most advanced economies. Core inflation has remained broadly stable. It has largely been stable in emerging economies as well, with a few, such as Brazil and Russia, witnessing strong declines.

Bond and equity markets. Long-term bond yields in advanced economies, which had declined since March, rebounded in late June and early July. The U.S. Federal Reserve raised short-term interest rates in June, but markets still expect a very gradual path of U.S. monetary policy normalization. Bond spreads over Germany have compressed sharply in France, Italy, and Spain on reduced electoral uncertainty and firming signs of recovery. Equity prices in advanced economies remain strong, signaling continued market optimism regarding corporate earnings. Markets are also optimistic about emerging market prospects as reflected in strengthening equity markets and some further compression of interest rate spreads. Oil exporters provide an exception to this pattern, in light of the marked weakening of oil prices since March.

Exchange rates and capital flows. As of end-June, the U.S. dollar has depreciated by around 3½ percent in real effective terms since March, while the euro has strengthened by a similar amount on increased confidence in the euro area recovery and a decline in political risk. Over the same period, exchange rate changes across emerging market currencies have been relatively modest, with some strengthening of the Mexican peso on tighter monetary policy and reduced concerns about U.S. trade frictions, and a depreciation of the Brazilian real on renewed political uncertainty. Capital flows to emerging economies have been resilient in the first few months of 2017, with a notable pickup in non-resident portfolio inflows.

### **Global Growth Forecast to Pick up in 2017 and 2018**

Global growth for 2016 is now estimated at 3.2 percent, slightly stronger than the April 2017 forecast, primarily reflecting much higher growth in Iran and stronger activity in India following national accounts revisions. Economic activity in both advanced economies and emerging and developing economies is forecast to accelerate in 2017, to 2 percent and 4.6 percent respectively, with global growth projected to be 3.5 percent, unchanged from the April forecast. The growth forecast for 2018 is 1.9 percent for advanced economies, 0.1 percentage point below the April 2017 WEO, and 4.8 percent for emerging and developing economies, the same as in the spring. The 2018 global growth forecast is unchanged at 3.6 percent. The revisions reflect primarily the macroeconomic implications of changes in policy assumptions for the world's two largest economies, the United States and China, as discussed below.

### Advanced economies

- The growth forecast in the United States has been revised down from 2.3 percent to 2.1 percent in 2017 and from 2.5 percent to 2.1 percent in 2018. While the markdown in the 2017 forecast reflects in part the weak growth outturn in the first quarter of the year, the major factor behind the growth revision, especially for 2018, is the assumption that fiscal policy will be less expansionary than previously assumed, given the uncertainty about the timing and nature of U.S. fiscal policy changes. Market expectations of fiscal stimulus have also receded.
- The growth forecast has also been revised down for the United Kingdom for 2017 on weaker-than-expected activity in the first quarter.
- By contrast, growth projections for 2017 have been revised up for many euro area countries, including France, Germany, Italy, and Spain, where growth for the first quarter of 2017 was generally above expectations. This, together with positive growth revisions for the last quarter of 2016 and high-frequency indicators for the second quarter of 2017, indicate stronger momentum in domestic demand than previously anticipated.
- The growth forecast for 2017 was also revised up for Canada, where buoyant domestic demand boosted first-quarter growth to 3.7 percent and indicators suggest resilient second-quarter activity, and marginally for Japan, where private consumption, investment, and exports supported first-quarter growth.

### Emerging and developing economies

Emerging and developing economies are projected to see a sustained pickup in activity, with growth rising from 4.3 percent in 2016 to 4.6 percent in 2017 and 4.8 percent in 2018. These forecasts reflect upward revisions, relative to April, of 0.2 percentage point for 2016, and 0.1 percentage point for 2017. As in the most recent WEO forecast vintages, growth is primarily driven by commodity importers, but its pickup reflects to an important extent gradually improving conditions in large commodity exporters that experienced recessions in 2015-16, in many cases caused or exacerbated by declining commodity prices.

- **China's** growth is expected to remain at 6.7 percent in 2017, the same level as in 2016, and to decline only modestly in 2018 to 6.4 percent. The forecast for 2017 was revised up by 0.1 percentage point, reflecting the stronger than expected outturn in the first quarter of the year underpinned by previous policy easing and supply-side reforms (including efforts to reduce excess capacity in the industrial sector). For 2018, the upward revision of 0.2 percentage point mainly reflects an expectation that the authorities will delay the needed fiscal adjustment (especially by maintaining high public investment) to meet their target of doubling 2010 real GDP by 2020. Delay comes at the cost of further large increases in debt, however, so downside risks around this baseline have also increased.
- **Growth in India** is forecast to pick up further in 2017 and 2018, in line with the April 2017 forecast. While activity slowed following the currency exchange initiative, growth for 2016--at 7.1 percent--was higher than anticipated due to strong government spending and data revisions that show stronger momentum in the first part of the year. With a pickup in global trade and strengthening domestic demand, growth in the ASEAN-5 economies is projected to remain robust at around 5 percent, with generally strong first quarter outturns leading to a slight upward revision for 2017 relative to the April WEO.
- **In Emerging and Developing Europe**, growth is projected to pick up in 2017, primarily driven by a higher growth forecast for Turkey, where exports recovered strongly in the last quarter of 2016 and the first quarter of 2017 following four quarters of moderate contraction, and external demand is projected to be stronger with improved prospects for euro area trading partners. The Russian economy is projected to recover gradually in 2017 and 2018, in line with the April forecast.

- After contracting in 2016, economic activity in **Latin America** is projected to recover gradually in 2017-18 as a few countries—including Argentina and Brazil—exit their recessions. In comparison to the April 2017 WEO, Brazil's growth forecast for 2017 is now higher in light of the strong first quarter, but ongoing weakness in domestic demand and an increase in political and policy uncertainty will be reflected in a more subdued pace of recovery, and hence in lower projected growth in 2018. Mexico's growth forecast for 2017 is revised up from 1.7 to 1.9 percent on the back of strong activity in the first quarter of the year, with an unchanged forecast for 2018. Revisions for the rest of the region are mostly to the downside, including a further deterioration of conditions in Venezuela.
- Growth in the **Middle East, North Africa, Afghanistan, and Pakistan** region is projected to slow considerably in 2017, reflecting primarily a slowdown in activity in oil exporters, before recovering in 2018. The 2017-18 forecast is broadly unchanged relative to the April 2017 WEO, but the growth outcome in 2016 is estimated to have been considerably stronger in light of higher growth in Iran. The recent decline in oil prices, if sustained, could weigh further on the outlook for the region's oil exporters.
- In **Sub-Saharan Africa**, the outlook remains challenging. Growth is projected to rise in 2017 and 2018, but will barely return to positive territory in per capita terms this year for the region as a whole—and would remain negative for about a third of the countries in the region. The slight upward revision to 2017 growth relative to the April 2017 WEO forecast reflects a modest upgrading of growth prospects for South Africa, which is experiencing a bumper crop due to better rainfall and an increase in mining output prompted by a moderate rebound in commodity prices. However, the outlook for South Africa remains difficult, with elevated political uncertainty and weak consumer and business confidence, and the country's growth forecast was consequently marked down for 2018.

(Source: <https://www.imf.org/en/Publications/WEO/Issues/2017/07/07/world-economic-outlook-update-july-2017>)

### Indian Economy Overview

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's Baa3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

### Market size

India's gross domestic product (GDP) grew by 7 per cent year-on-year in October-December 2016 quarter, which is the strongest among G-20 countries, as per Organisation for Economic Co-operation and Development (OECD) Economic Survey of India, 2017. According to IMF World Economic Outlook Update (January 2017), Indian economy is expected to grow at 7.2 per cent during FY 2016-17 and further accelerate to 7.7 per cent during FY 2017-18.

The tax collection figures between April 2016 and January 2017 show an increase in Net Indirect taxes by 16.9 per cent and an increase in Net Direct Taxes by 10.79 per cent year-on-year, indicating a steady trend of healthy growth. The total number of e-filed Income Tax Returns rose 21 per cent year-on-year to 42.1 million in 2016-17 (till 28.02.17), whereas the number of e-returns processed during the same period stood at 43 million.

Corporate earnings in India are expected to grow by over 20 per cent in FY 2017-18 supported by normalisation of profits, especially in sectors like automobiles and banks, while GDP is expected to grow by 7.5 per cent during the same period, according to Bloomberg consensus.

India has retained its position as the third largest startup base in the world with over 4,750 technology startups, with about 1,400 new start-ups being founded in 2016, according to a report by NASSCOM.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves stood at US\$ 366.781 billion as on March 17, 2017 as compared to US\$ 360 billion by end of March 2016, according to data from the RBI.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

Growth in FY2017 (ending 31 March 2018) is expected to be lower than forecast in the Asian Development Outlook 2017 as a new tax regime poses transitory challenges to firms and as investment by state governments and private investors remain muted. A pickup is envisaged in FY2018, aided by restructured bank balance sheets and efficiency gains from the new tax regime, but growth will again fall short of the April forecast. Stronger agriculture will ease inflation by more than expected in FY2017 and FY2108. Current account projections are unchanged.

## Economic forecasts for South Asian countries

	GDP growth (%, year)	Inflation (%, year)	Current account balance (% of GDP)
Country	2017 <sup>f</sup>	2018 <sup>f</sup>	
Afghanistan	2.5	3.0	
Bangladesh	7.2	6.9	
Bhutan	6.9	8.0	
India	7.0	7.4	
Maldives	4.2	4.4	
Nepal	6.9	4.7	
Pakistan	5.3	5.5	
Sri Lanka	4.5	5.0	
Average	6.7	7.0	

f = forecast number.

(Source: <https://www.adb.org/countries/india/economy>)



## BRIEF SUMMARY OF INDIAN AGRICULTURE INDUSTRY

Agriculture plays a vital role in India's economy. Over 58 per cent of the rural households depend on agriculture as their principal means of livelihood. As per the 2nd advised estimates by the Central Statistics Office (CSO), the share of agriculture and allied sectors (including agriculture, livestock, forestry and fishery) is estimated to be 17.3 per cent of the Gross Value Added (GVA) during 2016-17 at 2011-12 prices.

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year due to its immense potential for value addition, particularly within the food processing industry. The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment.

<b>2<sup>nd</sup> largest agricultural land</b>	<ul style="list-style-type: none"> <li>At 157.35 million hectares, India holds the 2<sup>nd</sup> largest agricultural land in the world</li> </ul>
<b>Favourable climatic conditions</b>	<ul style="list-style-type: none"> <li>With 20 agri-climatic regions, all 15 major climates in the world exist in India. The country also possesses 46 of the 60 soil types in the world</li> </ul>
<b>Record production of food grains</b>	<ul style="list-style-type: none"> <li>In FY2016, total food grain production in India was recorded at 253.16 million tonnes, which increased to 273.83 million tonnes in FY17.</li> </ul>
<b>Largest producer of major agricultural and horticulture crops</b>	<ul style="list-style-type: none"> <li>India is the largest producer of spices, pulses, milk, tea, cashew &amp; jute; &amp; the 2<sup>nd</sup> largest producer of wheat, rice, fruits &amp; vegetables, sugarcane, cotton &amp; oilseeds</li> </ul>
<b>Increasing farm mechanisation</b>	<ul style="list-style-type: none"> <li>India is one of the largest manufacturers of farm equipment such as tractors, harvesters &amp; tillers. India accounts for nearly one-third of the overall tractor production, globally, with the tractor production in the country estimated to increase from 0.57 million units in FY16 &amp; reach to 10 million units by 2030.</li> </ul>

(Source: [www.ibef.org](http://www.ibef.org))

## OVERVIEW OF INDIAN FOOD INDUSTRY

### Introduction

The Indian food industry is poised for huge growth, increasing its contribution to world food trade every year. In India, the food sector has emerged as a high-growth and high-profit sector due to its immense potential for value addition, particularly within the food processing industry.

Accounting for about 32 per cent of the country's total food market, The Government of India has been instrumental in the growth and development of the food processing industry. The government through the Ministry of Food Processing Industries (MoFPI) is making all efforts to encourage investments in the business. It has approved proposals for joint ventures (JV), foreign collaborations, industrial licenses, and 100 per cent export oriented units.

## Market Size

The Indian food and grocery market is the world's sixth largest, with retail contributing 70 per cent of the sales. The Indian food processing industry accounts for 32 per cent of the country's total food market, one of the largest industries in India and is ranked fifth in terms of production, consumption, export and expected growth. It contributes around 8.80 and 8.39 per cent of Gross Value Added (GVA) in Manufacturing and Agriculture respectively, 13 per cent of India's exports and six per cent of total industrial investment. The Indian gourmet food market is currently valued at US\$ 1.3 billion and is growing at a Compound Annual Growth Rate (CAGR) of 20 per cent. India's organic food market is expected to increase by three times by 2020#.

The online food ordering business in India is in its nascent stage, but witnessing exponential growth. With online food delivery players like FoodPanda, Zomato, TinyOwl and Swiggy building scale through partnerships, the organised food business has a huge potential and a promising future. The online food delivery industry grew at 150 per cent year-on-year with an estimated Gross Merchandise Value (GMV) of US\$ 300 million in 2016.

## Government Initiatives

Some of the major initiatives taken by the Government of India to improve the food processing sector in India are as follows:

- The Government of India aims to boost growth in the food processing sector by leveraging reforms such as 100 per cent foreign direct investment (FDI) in marketing of food products and various incentives at central and state government level along with a strong focus on supply chain infrastructure.
- In Union Budget 2017-18, the Government of India has set up a dairy processing infra fund worth Rs 8,000 crore (US\$ 1.2 billion).
- The Government of India has relaxed foreign direct investment (FDI) norms for the sector, allowing up to 100 per cent FDI in food product e-commerce through automatic route.
- The Food Safety and Standards Authority of India (FSSAI) plans to invest around Rs 482 crore (US\$ 72.3 million) to strengthen the food testing infrastructure in India, by upgrading 59 existing food testing laboratories and setting up 62 new mobile testing labs across the country.
- The Indian Council for Fertilizer and Nutrient Research (ICFNR) will adopt international best practices for research in fertiliser sector, which will enable farmers to get good quality fertilisers at affordable rates and thereby achieve food security for the common man.
- The Ministry of Food Processing Industries announced a scheme for Human Resource Development (HRD) in the food processing sector. The HRD scheme is being implemented through State Governments under the National Mission on Food Processing. The scheme has the following four components:
  - Creation of infrastructure facilities for degree/diploma courses in food processing sector
  - Entrepreneurship Development Programme (EDP)
  - Food Processing Training Centres (FPTC)
  - Training at recognised institutions at State/National level

## Road Ahead

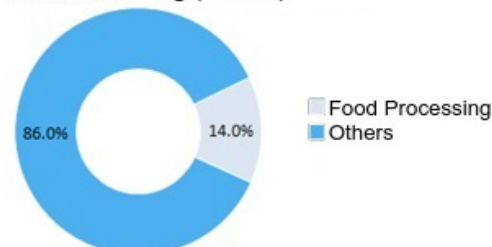
Going forward, the adoption of food safety and quality assurance mechanisms such as Total Quality Management (TQM) including ISO 9000, ISO 22000, Hazard Analysis and Critical Control Points (HACCP), Good Manufacturing Practices (GMP) and Good Hygienic Practices (GHP) by the food processing industry offers several benefits. It would enable adherence to stringent quality and hygiene norms and thereby protect consumer health, prepare the

industry to face global competition, enhance product acceptance by overseas buyers and keep the industry technologically abreast of international best practices.

### Food processing and its segments

- The food processing industry is one of the largest industries in India and ranks fifth in terms of production, consumption and exports. As per the latest data available, food processing sector is expected to reach US\$ 258 billion in FY15.
- In FY16\* (till December 2015), food processing industry constituted 14 per cent to India's GDP through manufacturing.

Food Processing industry's contribution to India's GDP through manufacturing (FY16\*)



(Source: [www.ibef.org](http://www.ibef.org))

Source: Ministry of Food Processing Industries (MOFPI), TechSci Research  
Notes: \* - Till December 2015, As per latest data available

### BUSINESS OVERVIEW

Our Company was originally incorporated at Kanpur as “Buddha Mines Private Limited” on 12<sup>th</sup> February, 2011 under the provisions of the Companies Act, 1956 vide Certificate of Incorporation issued by the Registrar of Companies, Uttar Pradesh and Uttarakhand. Thereafter, the name of Company was changed from “Buddha Mines Private Limited” to “Buddha Global Private Limited” vide Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by the Registrar of Companies, Uttar Pradesh. The Registered office of the Company was shifted from Uttar Pradesh to Delhi vide Certificate of registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi. Consequent upon the conversion of our Company to public limited company, the name of our Company was changed to “Buddha Global Limited” vide fresh certificate of incorporation dated 1<sup>st</sup> November, 2017 issued by the Registrar of Companies, Delhi.

In the year 2011, Mr. Anil Tekriwal alongwith his son Mr. Ashwini Tekriwal who were having experience of 32 years as an entrepreneur in diversified business including hotel, agriculture activities, restaurants & School etc. started this Company, thereafter, Mr. Deept Sarup Agarwal and Mr. Tushar Jalan joined the business with their expertise and experience that gave a new shape to the business.

Our Company deals in exports and imports of foodgrains with a strong network at both the ends of producers and market. We have an unwavering commitment to distribute and source only quality products from sustainable sources. We consistently ensure that the products are always of the desired and promised quality.

Our strategic focus is on good quality products has been a powerful lever for Company's start. Our Company is regular importing various kinds of Pulses in large quantities from numerous Countries like Myanmar, Australia, Singapore, Canada etc. & Exporting the Rice & Maida in UAE, Yemen & Jakarta.

Buddha Global is built for the long term and is strongly established on sustainable fundamentals. Relationships fostered and sustained with our clients over a period of time; serves our aim to add vital value for the client by deeply understanding them and their ecosystem. We believe in creating and passing- enhanced value, enhanced wealth and enhanced goodness with each transaction.

We are also accredited with Federation of Indian Export Organisations Certificate (FIEO) and have been designated for the Agricultural and Processed Food Products Export Development Authority Certificate (APEDA).



Our Company, Buddha Global Limited, is a part of Buddha Group led by our Promoters is professionally managed and a family owned business house based in India with interests in diversified sectors including International trade, education, media, manufacturing, hotels & resorts, retailing and travel.

Buddha Group began its journey in 1986 under the name Steel Sales, then a proprietorship business. After more than a decade, the business was re-organized as a corporation under the leadership of Mr. Anil Tekriwal.

We, at Buddha Group, strive to be industry leaders in all our current businesses and aspire to be the pioneers in businesses of the future. We are currently focused to bring out the next phase of growth by entering into new sectors and evolving into, even better players, in our existing businesses.

Our Branch office and Godown are situated at Buddha Tower, B-15, Indira Nagar, Faizabad Road, Lucknow-226106, U.P., India and 5631/4, Godown No. 4 situated in the revenue state of Alipur Road, Delhi-110036 respectively.

### **SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED FINANCIAL STATEMENTS**

In the opinion of the Board of Directors of our Company, since the date of the last financial statements disclosed in this Draft Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months except as follows:

1. The Company appointed Mr. Rohit Jain as Chief Financial Officer with effect from 10<sup>th</sup> October, 2017;
2. The Company in its Annual General Meeting held on 29<sup>th</sup> September, 2017 approved increased in Authorised Share Capital from Rs. 400.00 Lacs divided into 40,00,000 Equity shares of Rs. 10 each to Rs. 600.00 Lacs divided into 60,00,000 Equity shares of Rs. 10 each and consequent Alteration in Capital Clause of Memorandum of Association;
3. The Board of Directors on 10<sup>th</sup> October, 2017 appointed Ms. Simpal Kumari as Company Secretary and Compliance officer of the Company;
4. The Shareholders of the Company approved and passed a special resolution on 29<sup>th</sup> September, 2017 for conversion of the Company into Public Limited Company and adoption of New Set of Articles of Association and alteration in Memorandum of Association in line with provisions of Companies Act, 2013;
5. The shareholders approved and passed a special resolution on 2<sup>nd</sup> November, 2017 to authorize the Board of Directors to Borrow the Funds.
6. The shareholders approved and passed a special resolution on 4<sup>th</sup> November, 2017 to authorize the Board of Directors to raise funds by making an Initial Public Offering.

### **FACTORS AFFECTING OUR RESULTS OF OPERATIONS**

Our business is subjected to various risks and uncertainties, including those discussed in the section titled "*Risk Factors*" beginning on page 15 of this Draft Prospectus. Our results of operations and financial conditions are affected by numerous factors including the following:

- Our success depends on the value, perception and quality of our product;
- Branding and marketing;
- General economic and business conditions;
- Company's inability to successfully implement its growth and expansion plans;
- Increasing competition in the Industry;
- Changes in technology;
- Any change in the laws and regulations to Industry in which we operate;
- Operational guidance and support

## DISCUSSION ON RESULT OF OPERATION

The following discussion on result of operations should be read in conjunction with the restated financial statements of our Company for the financial period ended June 30, 2017 and for the financial years ended March 2017, 2016, 2015, 2014 and 2013.

## OVERVIEW OF REVENUE & EXPENDITURE

### Revenues:

#### *Income from operations:*

Our principal component of revenue from operations is from income from trading of foodgrains.

#### *Other Income:*

Our other income mainly includes interest income, Sales Incentives Discount income, Foreign Exchange Fluctuation Gain and Duty Drawback.

Particulars	For the period ended	(Rs. In Lacs)				
	June, 2017	2017	2016	2015	2014	2013
<b>Income</b>						
Revenue from Operations	7,742.48	21,177.97	3,979.53	1,849.99	4.76	-
As a % of Total Revenue	100.00	0.99	99.47	99.94	100.00	-
Other Income	-	0.44	21.22	1.20	-	-
As a % of Total Revenue	-	0.01	0.53	0.06	-	-
<b>Total Revenue</b>	<b>7,742.48</b>	<b>21,178.41</b>	<b>4,000.75</b>	<b>1,851.19</b>	<b>4.76</b>	<b>-</b>

### Expenditure:

Our total expenditure primarily consists of employee benefit expenses, Operating, Administrative, Selling and Other Expenses, finance cost, depreciation and other expenses.

#### **Employee benefits expense**

Our employee benefits expense primarily comprise of salaries and wages expenses and staff welfare expenses.

#### **Depreciation & Amortization**

Depreciation includes depreciation on tangible assets like building, furniture & fixtures, computers and office equipment. Amortization includes amortization of intangible assets.

#### **Other Expenses**

Other expenses include the following:

- Operating expenses like manufacturing expenses, electricity expenses.
- General expenses like marketing and sales promotion expenses, printing, stationery, insurance, audit and professional fees etc.
- Administrative and other expenses such as advertisement, traveling, conveyance expenses, etc.

### Statement of profits and loss

The following table sets forth, for the fiscal years indicated, certain items derived from our Company's audited restated financial statements, in each case stated in absolute terms and as a percentage of total sales and/or total revenue:

(Rs. In Lacs)

Particulars	For the period ended	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
	30.06.2017					
<b>Income:-</b>						
Revenue from Operations	7,742.48	21,177.97	3,979.53	1,849.99	4.76	-
<i>As a % of Total Revenue</i>	<i>100.00</i>	<i>99.99</i>	<i>99.47</i>	<i>99.94</i>	<i>100.00</i>	-
Other Income	-	0.44	21.22	1.20	-	-
<i>As a % of Total Revenue</i>	<i>-</i>	<i>0.01</i>	<i>0.53</i>	<i>0.06</i>	<i>-</i>	-
<b>Total Revenue (A)</b>	<b>7,742.48</b>	<b>21,178.41</b>	<b>4,000.75</b>	<b>1,851.19</b>	<b>4.76</b>	-
<b>Growth %</b>	<b>46.23</b>	<b>429.36</b>	<b>116.18</b>	<b>38790.55</b>	<b>-</b>	<b>---</b>
<b>Expenditure:-</b>						
Cost of Materials Consumed	7,025.38	23,732.74	4,252.92	2,108.84	3.29	-
<i>As a % of Total Revenue</i>	<i>90.74</i>	<i>112.06</i>	<i>106.30</i>	<i>113.92</i>	<i>69.12</i>	-
Change in inventories of finished goods, work in progress and cost-in-trade	397.21	(3,114.27)	(402.12)	(311.06)	-	-
Employees Benefit Expenses	7.88	23.32	5.48	1.26	-	-
<i>As a % of Total Revenue</i>	<i>0.10</i>	<i>0.11</i>	<i>0.14</i>	<i>0.07</i>	<i>-</i>	-
Operating, Administrative, Selling and Other Expenses	221.28	253.40	47.21	15.12	0.99	-
<i>As a % of Total Revenue</i>	<i>2.86</i>	<i>1.20</i>	<i>1.18</i>	<i>0.82</i>	<i>20.80</i>	-
Depreciation and Amortization Expense	0.96	5.06	7.36	0.66	-	-
<i>As a % of Total Revenue</i>	<i>0.01</i>	<i>0.02</i>	<i>0.18</i>	<i>0.04</i>	<i>-</i>	-
Interest & Finance Charges	37.88	148.29	49.64	1.29	0.01	-
<i>As a % of Total Revenue</i>	<i>0.49</i>	<i>0.70</i>	<i>1.24</i>	<i>0.07</i>	<i>-</i>	-
<b>Total Expenses (B)</b>	<b>7690.59</b>	<b>21048.54</b>	<b>3960.49</b>	<b>1816.11</b>	<b>4.29</b>	-
<i>As a % of Total Revenue</i>	<i>99.33</i>	<i>99.39</i>	<i>98.99</i>	<i>98.11</i>	<i>90.13</i>	-
<b>Profit before extraordinary items and tax</b>	<b>51.89</b>	<b>129.87</b>	<b>40.26</b>	<b>35.08</b>	<b>0.23</b>	-
<i>As a % of Total Revenue</i>	<i>0.67</i>	<i>0.61</i>	<i>1.01</i>	<i>1.89</i>	<i>4.83</i>	-
Extraordinary Items	-	-	-	-	-	-
<b>Profit before Tax</b>	<b>51.89</b>	<b>129.87</b>	<b>40.26</b>	<b>35.08</b>	<b>0.23</b>	-
<b>PBT Margin</b>	<b>0.67</b>	<b>0.61</b>	<b>1.01</b>	<b>1.89</b>	<b>4.83</b>	-

Particulars	For the period ended	31.03.2017	31.03.2016	31.03.2015	31.03.2014	31.03.2013
	30.06.2017					
Tax Expense:						
i. Current Tax	17.27	43.68	14.65	11.56	0.07	-
ii. Short / (Excess) provision	-	-	-	-	-	-
iii. Deferred Tax	(0.10)	(0.68)	(1.23)	0.36	-	-
<b>Total Tax Expense</b>	<b>17.17</b>	<b>43.00</b>	<b>13.42</b>	<b>11.92</b>	<b>0.07</b>	<b>-</b>
Profit for the year/period	<b>34.72</b>	<b>86.87</b>	<b>26.84</b>	<b>23.16</b>	<b>0.16</b>	<b>-</b>
<b>PAT Margin %</b>	<b>0.45</b>	<b>0.41</b>	<b>0.67</b>	<b>1.25</b>	<b>3.36</b>	<b>-</b>

### **REVIEW OF THREE MONTHS ENDED JUNE 30, 2017**

#### **INCOME**

##### ***Income from Operations***

Our income from operations was Rs. 7,742.48 lacs which is 100.00% of our total revenue for the period of three months ended on June 30, 2017.

##### ***Other Income***

Our other income was Nil for the period of three months ended on June 30, 2017.

#### **EXPENDITURE**

##### ***Employee Benefits Expenses***

Our employee benefits expenses were Rs. 7.88 lacs which was 0.10% of our total revenue for the period of three months ended on June 30, 2017 and comprised of salaries & wages and staff welfare expenses etc.

##### ***Operating, Administrative, Selling and Other Expenses***

Our Operating, Administrative, Selling and Other expenses were Rs. 221.28 lacs which is 2.86% of our total revenue the period of three months ended on June 30, 2017. These expenses include operating expenses, general expenses, administrative and selling expenses.

##### ***Depreciation and amortisation***

Depreciation and amortisation expenses were Rs. 0.96 lacs which is 0.01% of our total revenue for the period of three months ended on June 30, 2017.

##### ***Finance Cost***

Our finance cost which consists of interest on loan, processing fee and charges of Rs. 37.88 lacs which is 0.49% of our total revenue for the period of three months ended on June 30, 2017.

##### ***Profit Before Tax***

Our Profit Before Tax was Rs. 51.89 lacs which is 0.67% of our total revenue the period of three months ended on June 30, 2017.

### **Net Profit**

Our Net Profit After Tax was Rs. **34.72** lacs which is **0.45%** of our total revenue the period of three months ended on June 30, 2017.

### **COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2017 WITH FINANCIAL YEAR ENDED MARCH 31, 2016**

#### **INCOME**

##### **Income from Operations**

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Revenue from Operations	21,177.97	3,979.53	432.17

The operating income of the Company for the year ending March 31, 2017 is Rs. 21,177.97lacs as compared to Rs. 3,979.53 lacs for the year ending March 31, 2016, showing increase of 432.17%, and such increase is due to increase in volume of operations.

##### **Other Income**

Our other income decreased from Rs. 21.22 Lacs to Rs. 0.44 lacs. This was primarily due to Interest and foreign exchange fluctuations.

##### **Operating, Administrative and Employee Costs**

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Employee Benefit Expenses	23.32	5.48	325.55
Operating, Administrative, Selling and Other Expenses	253.40	47.21	436.75

There is 325.55% increase in employee benefit expenses from Rs. 5.48 lacs in financial year 2015-16 to Rs. 23.32 lacs in financial year 2016-17 which is due to increase in staff and salary & wages. Our other expenses have also increased by 436.75% from Rs. 47.21 lacs in financial year 2015-16 to Rs. 253.40 lacs in financial year 2016-17. The increase was due to increase in operating expenses, general expenses and administrative expenses which is in line with increase in volume of operations.

##### **Depreciation**

Depreciation expenses for the Financial Year 2016-2017 have decreased to Rs. 5.06 lacs as compared to Rs. 7.36 lacs for the Financial Year 2015-2016. The decrease in depreciation was majorly due to decreases in value of tangible assets.

##### **Finance Charges**

Our finance cost which consists of interest, processing fees and charges increased by 198.73% in FY 2016-17 as compared to FY 2015-16 due to increase in interest expenses and Bank charges.

**Profit Before Tax**

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Profit Before Tax	129.87	40.26	222.58

Profit before tax increased by 222.58% from Rs. 40.26 lacs in financial year 2015-16 to Rs. 129.87 lacs in financial year 2016-17.

**Provision for Tax and Net Profit**

(Rs. In Lacs)

Particulars	2016-17	2015-16	Variance In %
Taxation Expense	43.68	14.65	198.16
Profit After Tax	86.87	26.84	223.66

Our profit after tax increased by 223.66% from Rs. 26.84 lacs in financial year 2015-16 to Rs. 86.87 lacs in financial year 2016-17. This increment was in line with increase in operations income.

**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2016 WITH FINANCIAL YEAR ENDED MARCH 31, 2015**

**INCOME**

**Income from Operations**

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Revenue from Operations	3,979.53	1,849.99	115.11

The operating income of the Company for the year ending March 31, 2016 is Rs. 3,979.53 lacs as compared to Rs. 1,849.99 lacs for the year ending March 31, 2015, showing an increase of 115.11%, and such increase was attributed to rise in volume of our operations.

**Other Income**

Our other income increased by 1668.33% from Rs. 1.20 lacs to Rs. 21.22 lacs. This was primarily due to increase in interest income, sales incentives and foreign exchange fluctuations in fiscal 2016.

**Operating, Administrative and Employee Costs**

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Employee Benefit Expenses	5.48	1.26	334.92
Operating, Administrative, Selling and Other Expenses	47.21	15.12	212.24

There is 334.92% increase in employee benefit expenses from Rs. 1.26 lacs in financial year 2014-15 to Rs. 5.48 lacs in financial year 2015-16 which is due to increase in salaries and wages. Our Operating, Administrative, Selling and Other Expenses expenses increased by 212.84% from Rs. 15.12 lacs in financial year 2014-15 to Rs.

47.21 lacs in financial year 2015-16. The increase was due to increase in operating expenses, general expenses and administrative expenses, which is in line with increase in volume of operations.

### Depreciation

Depreciation expenses for the Financial Year 2015-2016 have increased to Rs. 7.36 lacs as compared to Rs. 0.66 lacs for the Financial Year 2014-2015. The increase in depreciation was mainly due to increase in Fixed Assets.

### Finance Charges

Our finance cost which consists of interest, processing fees and charges increased by 3748.06 % in FY 2015-16 compared to FY 2014-15.

### Profit Before Tax

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Profit Before Tax	40.26	35.08	14.77

Profit before tax increased by 14.77% from Rs. 35.08 lacs in financial year 2014-15 to Rs. 40.26 lacs in financial year 2015-16.

### Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2015-16	2014-15	Variance In %
Taxation Expense	14.65	11.56	26.73
Profit After Tax	26.84	23.16	15.89

Our profit after tax increased by 15.89% from Rs. 23.16 lacs in financial year 2014-15 to Rs. 26.84 lacs in financial year 2015-16. This increase was in line with our increase in operations.

### COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2015 WITH FINANCIAL YEAR ENDED MARCH 31, 2014

#### INCOME

#### Income from Operations

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Revenue from Operations	1,849.99	4.76	38765.34

The operating income of the Company for the year ending March 31, 2015 is Rs. 1849.99 lacs as compared to Rs. 4.76 lacs for the year ending March 31, 2014, showing an increase of 38765.34%, and such increase was attributed to rise in volume of operations.

## Other Income

Our Other Income for the financial year ended 31<sup>st</sup> March, 2015 was at Rs. 1.20 Lacs as against Nil for the fiscal year 2014.

## Operating, Administrative and Employee Costs

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Employee Benefit Expenses	1.26	-	N.A.
Operating, Administrative, Selling and Other Expenses	15.12	0.99	1427.27

There is around 100.00% decrease in employee benefit expenses from Nil in financial year 2013-14 to Rs. 1.26 lacs in financial year 2014-15. This was due to increase in salaries and wages and increase in staff.

Our Operating, Administrative, Selling and Other Expenses increased by 1427.27% from Rs. 0.99 lacs in financial year 2013-14 to Rs. 15.12 lacs in financial year 2014-15. The increase is in line with the increase in volume of operations.

## Depreciation

Depreciation expenses for the Financial Year 2014-2015 have increased to Rs. 0.66 lacs as compared to Nil for the Financial Year 2013-2014, this is due to increase in fixed assets.

## Finance Charges

Our finance cost which consists of interest, processing fees and charges for the financial year ended 31<sup>st</sup> March, 2015 was at Rs. 1.29 Lacs as against Rs. 0.01 Lacs for the fiscal year 2014.

## Profit Before Tax

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Profit Before Tax	35.08	0.23	15152.17

Profit before tax increased by 15152.17% from Rs. 0.23 lacs in financial year 2013-14 to Rs. 35.08 lacs in financial year 2014-15.

## Provision for Tax and Net Profit

(Rs. In Lacs)

Particulars	2014-15	2013-14	Variance In %
Taxation Expense	11.56	0.07	16414.29
Profit After Tax	23.16	0.16	14375.00

Our profit after tax increased by 14375.00% from Rs. 0.16 lacs in financial year 2013-14 to Rs. 23.16 lacs in financial year 2014-15. This increase was mainly due to increase in revenue from operations.



**COMPARISON OF FINANCIAL YEAR ENDED MARCH 31, 2014 WITH FINANCIAL YEAR ENDED MARCH 31, 2013**

**INCOME**

**Income from Operations**

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Revenue from Operations	4.76	-	N.A.

The operating income of the Company for the year ending March 31, 2014 is Rs. 4.76 lacs as compared to Rs. Nil for the year ending March 31, 2013 and such increase was attributed to starting of operations and increase in volume of our operations.

**Other Income**

Our Other Income was Nil for the financial year ended 31<sup>st</sup> March, 2014 and for the financial year 31<sup>st</sup> March, 2013.

**Operating, Administrative and Employee Costs**

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Employee Benefit Expenses	-	-	N.A.
Operating, Administrative, Selling and Other Expenses	0.99	-	N.A.

The employee benefit expenses was Nil for the financial year ended 31<sup>st</sup> March, 2014 and for the financial year 31<sup>st</sup> March, 2013. Our Operating, Administrative, Selling and Other Expenses increased from Nil in financial year 2012-13 to Rs. 0.99 lacs in financial year 2013-14. The increase was due to increase in operating expenses, general expenses and administrative expenses which is in line with increase in volume of operations.

**Depreciation**

Depreciation was Nil for the financial year ended 31<sup>st</sup> March, 2014 and for the financial year 31<sup>st</sup> March, 2013.

**Finance Charges**

Our finance cost was Rs. 0.01 for the fiscal 2013-14 as compared to Nil for fiscal 2012-13.

**Profit Before Tax**

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Profit Before Tax	0.23	-	N.A.

Profit before tax increased from Nil in financial year 2012-13 to Rs. 0.23 lacs in financial year 2013-14.

**Provision for Tax and Net Profit**

(Rs. In Lacs)

Particulars	2013-14	2012-13	Variance In %
Taxation Expense	0.07	-	N.A.
Profit After Tax	0.16	-	N.A.

Profit after tax increased from Nil in financial year 2012-13 to Rs. 0.16 lacs in financial year 2013-14 due to increase in volume of operations.

**OTHER MATTERS**

**Unusual or infrequent events or transactions**

There are no transactions or events, which in our best judgement, would be considered unusual or infrequent that have significantly affected operations of the Company.

**Significant economic changes that materially affected or are likely to affect income from continuing operations**

There are no significant economic changes that materially affected Company's operations or are likely to affect income from continuing operations. Any slowdown in the growth of Indian economy or future volatility in global commodity prices, could affect the business, including the future financial performance, shareholders' funds and ability to implement strategy and the price of the Equity Shares.

**Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations**

Other than as disclosed in the section titled "*Risk Factors*" beginning on page 15 of this Draft Prospectus to our knowledge, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

**Future changes in relationship between costs and revenues in case of events such as future increase in labor or material cost or prices that will cause material change.**

According to our knowledge, there are no future relationship between cost and income that would be expected to have a material adverse impact on our operations and revenues. However, increase in the cost of the goods in which the Company deals, will affect the profitability of the Company. Further, the Company may not be able to pass on the increase in prices of the services to the customers in full and this can be offset through cost reduction.

**The extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased prices**

The increase in revenue is by and large linked to increase in volume of all the activities carried out by the Company.

**Total turnover of each major industry segment in which the issuer company operates.**

The Company is operating single business segment i.e. trading of foodgrains. Relevant industry data, as available, has been included in the chapter titled "*Industry Overview*" beginning on page 88 of this Draft Prospectus.

#### **Status of any publicly announced new products/projects or business segments**

Our Company has not announced any new projects or business segments, other than disclosed in the Draft Prospectus.

#### **The extent to which the business is seasonal**

Our Company's business is not seasonal in nature.

#### **Any significant dependence on a single or few suppliers or customers**

The % of Contribution of our Company's customer and supplier vis a vis the total revenue from operations and raw materials/ finished goods cost respectively as June 30, 2017 is as follows:

Particulars	Customers	Suppliers
Top 5 (%)	76.02	92.26
Top 10 (%)	87.52	97.77

#### **Competitive Conditions**

We have competition with Indian and international manufacturers and our results of operations could be affected by competition in the industry / sector in India and international market in the future. We expect competition to intensify due to possible new entrants in the market, existing competitors further expanding their operations and our entry into new markets where we may compete with well-established unorganized companies / entities. This we believe may impact our financial condition and operations. For details, please refer to the chapter titled "Risk Factors" on page 15 of Draft Prospectus.

## SECTION VI: LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

Except, as stated below and mentioned elsewhere in this Draft Prospectus there are no litigations including, but not limited to suits, criminal proceedings, civil proceedings, statutory or legal proceedings, including those for economic offences, tax liabilities, show cause notice or legal notices pending against our Company, Directors, Promoters, Subsidiaries and Group Companies or against any other company whose outcomes could have a material adverse effect on the business, operations or financial position of the Company and there are no proceedings initiated for economic, civil or any other offences (including past cases where penalties may or may not have been awarded and irrespective of whether they are specified under paragraph (a) of Part I of Schedule V of the Companies Act, 2013) other than unclaimed liabilities of our Company, and no disciplinary action has been taken by SEBI or any stock exchange against the Company, Directors, Promoters or Group Companies.

Except as disclosed below there are no i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters during the last five years; (ii) direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action; (iii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law in the last five years against our Company and Subsidiaries including fines imposed or compounding of offences done in those five years; or (vi) material frauds committed against our Company in the last five years.

Except as stated below there are no Outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.

Our Board, in its meeting held on 02<sup>nd</sup> November, 2017 determined that outstanding dues to creditors in excess of Rs 5 lacs of our Company as per last audited financial statements shall be considered as material dues (Material Dues). Our Board, in its meeting held on 02<sup>nd</sup> November, 2017 determined that litigations involving an amount of more than Rs. 2 lacs as per last audited financial statements shall be considered as material. Unless otherwise stated to contrary, the information provided is as of date of this Draft Prospectus.

### LITIGATION INVOLVING OUR COMPANY

#### **Against our Company**

##### ***Criminal Litigation***

***Nil***

##### ***Civil Proceedings***

***Nil***

##### ***Proceedings against Our Company for economic offence/securities laws/ or any other law***

***Nil***

##### ***Penalties in Last Five Years***

***Nil***

***Pending Notice against our Company***

Nil

***Past Notice to our Company***

Nil

**Disciplinary Action taken by SEBI or stock exchanges against Our Company**

Nil

**Defaults including non-payment or statutory dues to banks or financial institutions**

Nil

**Details of material fraud against the Company in last five years and action taken by the Companies.**

Nil

**LITIGATION FILED BY OUR COMPANY**

***Criminal Litigation***

Nil

**Civil Proceedings**

Nil

***Taxation Matters***

Nil

**Details of any enquiry, inspection or investigation initiated under Companies Act, 2013 or any previous Company Law**

Nil

**LITIGATION INVOLVING DIRECTORS OF OUR COMPANY**

***Litigation against our Directors***

Nil

***Criminal Litigation***

Nil

**Civil Proceedings**

Nil

***Taxation Matters***

Nil

***Past Penalties imposed on our Directors***

Nil

***Proceedings initiated against our directors for Economic Offences/securities laws/ or any other law***

Nil

***Directors on list of willful defaulters of RBI***

Nil

**Litigation by Directors of Our Company**

***Criminal Litigation***

Nil

**Civil Proceedings**

Nil

***Taxation Matters***

Nil

**LITIGATION INVOLVING PROMOTER OF OUR COMPANY**

***Criminal Litigation***

Nil

**Civil Proceedings**

Nil

***Taxation Matters***

Nil

***Past Penalties imposed on our Promoters***

Nil

***Proceedings initiated against our Promoters for Economic Offences/securities laws/ or any other law***

Nil

**Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Promoter in last five years**

Nil

**Penalties in Last Five Years**

Nil

**Litigation /defaults in respect of the companies/Firms/ventures/ with which our promoter was associated in Past**

Nil

**Adverse finding against Promoter for violation of Securities laws or any other laws**

Nil

**Litigation by Our Promoters**

***Criminal Litigation***

Nil

**Civil Proceedings**

Nil

***Taxation Matters***

Nil

**LITIGATION INVOLVING OUR GROUP COMPANIES**

***Outstanding Litigation against our Group Companies***

Nil

***Criminal Litigation***

Nil

**Civil Proceedings**

Nil

**Taxation Matters**

Nil

**Past Penalties imposed on our Group Companies**

Nil

**Proceedings initiated against our Group Companies for Economic Offences/securities laws/ or any other law**

Nil

**Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Group Companies**

Nil

Adverse finding against *Group Companies* for violation of Securities laws or any other laws

Nil

#### **LITIGATION BY OUR GROUP COMPANIES**

##### ***Criminal Litigation***

Nil

##### **Civil Proceedings**

Nil

##### ***Taxation Matters***

Nil

#### **LITIGATION INVOLVING OUR SUBSIDIARIES**

##### ***Criminal Litigation***

Nil

##### **Civil Proceedings**

Nil

##### ***Taxation Matters***

Nil

##### ***Past Penalties imposed on our Subsidiaries***

Nil

##### ***Proceedings initiated against our Subsidiaries for Economic Offences/securities laws/ or any other law***

Nil

##### **Litigation /Legal Action pending or taken by Any Ministry or any statutory authority against any Subsidiaries**

Nil

##### **Adverse finding against Subsidiaries for violation of Securities laws or any other laws**

Nil

#### **LITIGATION BY OUR SUBSIDIARIES**

##### ***Criminal Litigation***

Nil



**Civil Proceedings**

Nil

**Taxation Matters**

Nil

**OTHER MATTERS**

Nil

Details of any inquiry, inspection or investigation initiated under present or previous companies laws in last five years against the Company or its subsidiaries: NIL

Outstanding Litigation against other companies or any other person whose outcome could have an adverse effect on our company: NIL

There are outstanding litigations by our Promoter Group Company as detailed below:

Case No.	Plaintiff	Defendants	Case details	Claim Amount	Status
CS(COMM) 347/2017	Kamdhenu Global Limited	J&K Cold Storage, The Jammu & Kashmir State Agro Industrial Development Corporation Ltd	Goods (Red Kidney Beans ( Rajma )) had deteriorated and got infected (danki ) due to sheer negligence and lack of proper care on the part of J&K COLD STORAGE , THE JAMMU & KASHMIR STATE AGRO INDUSTRIAL DEVELOPMENT CORPORATION LTD.	Rs. 122.44 Lacs	Case is pending before Delhi High Court.
CS(COMM) 373/2017	Kamdhenu Global Limited	Himachal Cold Storage, Himachal Pradesh Horticulture Produce Marketing & Processing Corporation Limited ( HP&C)	Goods (Red Kidney Beans ( Rajma )) had deteriorated and got infected (danki ) due to sheer negligence and lack of proper care on the part of HIMACHAL COLD STORAGE , HIMACHAL PRADESH HORTICULTURE PRODUCE MARKETING & PROCESSING CORPORATION LIMITED ( HP& C)	Rs. 148.11 Lacs	Case is pending before Delhi High Court.

### Material Developments since the Last Balance Sheet

Except as disclosed in Management Discussion and Analysis of Financial Condition and results of operations, there have been no material developments.

### Outstanding dues to small scale undertakings or any other creditors

As per the requirements of SEBI Regulations, our Company, pursuant to a resolution of our Board dated 02<sup>nd</sup> November, 2017, considered creditors to whom the amount due exceeds Rs. 5 lakhs by our company for the purpose of identification of material creditors. Based on the above, details of material creditors of our Company as on 30<sup>th</sup> June, 2017.

Name	Amount Due (Rs. In Lacs)
Dalip Jindal Agro Packaging Pvt Ltd	530.56
Deep Food	19.91
Millenium Industries Ptd Ltd.	3280.05
Prakash Pulses	187.02
Savitri International	384.33
Shaurya Impex	34.11
Surajdev Udyog	12.30

We don't owe any amount to small scale undertakings. The details pertaining to net outstanding dues towards our Material Creditors shall be made available under investors' section on the website of our Company. It is clarified that such details available on our website do not form a part of this Draft Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

## GOVERNMENT & OTHER APPROVALS

We have received all the necessary consents, licenses, permissions and approvals from the government and various government agencies/ private certification bodies for our present businesses and no further approvals are required for carrying on the present businesses except as stated in this Draft Prospectus.

For further details in connection with the regulatory and legal framework within which we operate, please refer to the section titled “Key Industry Regulations and Policies” on page 105 of this Draft Prospectus.

### APPROVALS FOR THE ISSUE

1. The Board of Directors has, pursuant to resolution passed at its meeting held on 02<sup>nd</sup> November, 2017 authorized the Issue.
2. The Shareholders of our Company have, pursuant to a resolution passed at Extra Ordinary General Meeting held on 4<sup>th</sup> November, 2017 authorized the Issue.
3. We have received in-principle approvals from NSE-EMERGE for the listing of our Equity Shares pursuant to letters dated [●].

### INCORPORATION DETAILS

1. Certificate of Incorporation dated 12<sup>th</sup> February, 2011 issued by Registrar of Companies, Uttar Pradesh and Uttarakhand in the name of Buddha Mines Private Limited.
2. Fresh Certificate of Incorporation dated 13<sup>th</sup> December, 2013 issued by Registrar of Companies, Uttar Pradesh in the name of Buddha Global Private Limited.
3. Certification of Registration of special resolution dated 13<sup>th</sup> December, 2013 issued by Registrar of Companies, Uttar Pradesh confirming alteration in object clause.
4. Certification of Registration of special resolution dated 23<sup>rd</sup> December, 2014 issued by Registrar of Companies, Kanpur confirming alteration in object clause.
5. Certificate of Registration of Regional Director order for Change of State dated 18<sup>th</sup> July, 2016 issued by Asst. Registrar of Companies, Delhi.
6. Certification of Registration of special resolution dated 31<sup>st</sup> October, 2017 issued by Registrar of Companies, Delhi confirming alteration in object clause.
7. Fresh Certificate of Incorporation dated 1<sup>st</sup> November, 2017 issued by Registrar of Companies, Delhi pursuant to conversion of company to Buddha Global Limited.
8. The Company Identification Number (CIN) is U14220DL2011PLC303140.

### APPROVALS/LICENSES/PERMISSIONS PROCURED TO CONDUCT OUR OPERATION:

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Expiry
Issuer Company : Buddha Global Limited				
1.	Permanent Account Number*	AAECB6771C	Income Tax Department	N.A.

**BUDDHA GLOBAL LIMITED**

Sr. No.	Nature of Registration/License	Registration /License No.	Issuing Authority	Date of Expiry
2.	Tax Deduction Account Number (TAN)*	LKNB08370F	Income Tax Department	N.A.
3.	Goods and Service Tax (GST)*	07AAECB6771C1ZT	Income Tax Department	N.A.

**TRADEMARK REGISTRATIONS**

S.No.	Particulars	Applicati on No.	Issuing Authority	Date of Issue	Validity
1.	Trade Mark Registration for Grains, Grains & Cereals, Pulses & Legumes, Malts and unprocessed cereals, Raw nuts, Fresh nuts, Raw fruit, Seeds, Oilseed meal for animals included in Class 31*	3668454*	The Registrar of Trade Marks.	Under registration	Under registration

\* Amended vide Receipt No. 1810612 to change the name to Buddha Global Limited

**OTHER BUSINESS APPROVALS/ REGISTRATIONS**

S.No.	Particulars	Details
1.	Registration Cum Membership Certificate issued by Agricultural and Processed Food Products Export Development Authority (Ministry of Commerce, Govt. of India)*	Valid till 7 <sup>th</sup> July, 2019
2.	Membership of FIEO (Federation of Indian Export Organisations) RCMC NO. KNP/89/2014-2015*	Valid till 31 <sup>st</sup> March, 2018
3.	Registration Cum Membership Certificate issued by Federation of Indian Export Organisations, IEC Number 0614002346*	Valid till 31 <sup>st</sup> March, 2018
4.	License under Food Safety and Standards Act, 2006 No. 10016011003679*	Valid till 6 <sup>th</sup> September, 2022
5.	ISO 9001:2008 for Quality Management	Valid till 6 <sup>th</sup> November, 2020
6.	Shop and Establishment Certificate Vide Regn No. 2017088396	-

\* The above approvals/Registrations are to be updated in the new name of the Company i.e. Buddha Global Limited

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The Issue has been authorized by a resolution passed by our Board of Directors at its meeting held on 2<sup>ND</sup> November, 2017 and by the shareholders of our Company by a special resolution, pursuant to Section 62(1)(c) of the Companies Act, 2013, passed at the Extra Ordinary General Meeting of our Company held on 4<sup>th</sup> November, 2017 at registered office of the Company.

Our Board has approved this Draft Prospectus at its meeting held on 25<sup>th</sup> November, 2017.

We have received approval from NSE-EMERGE vide letter dated [●] to use the name of NSE in this offer document for listing of our Equity Shares on NSE EMERGE. NSE is the Designated Stock Exchange.

### **PROHIBITION BY SEBI, RBI OR OTHER GOVERNMENTAL AUTHORITIES**

Our Company, our Promoters, our Directors, our Promoter Group and our Group Entities, have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

The companies with which our Promoters, our Directors or persons in control of our Company are/ were associated as promoters, directors or persons in control have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or Governmental Authority.

None of our Directors are in any manner associated with the securities market. There has been no action taken by SEBI against any of our Directors or any entity our Directors are associated with as directors.

### **PROHIBITION BY RBI**

Neither our Company, nor our Promoters, or the relatives (as defined under the Companies Act) of our Promoters or Group Entities have been identified as willful defaulters by the RBI or any other governmental authority. There are no violations of securities laws committed by them in the past or no proceedings thereof are pending against them.

### **ELIGIBILITY FOR THE ISSUE**

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 106(M) (1) and other provisions of Chapter XB of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital do not exceed ten crores rupees shall issue its specified securities in accordance with provisions of chapter XB Issue of specified securities by small and medium enterprises] of ICDR regulations. (In this case being the “SME Platform of NSE EMERGE”). Our Company also complies with the eligibility conditions laid by the NSE Emerge Platform for listing of our Equity Shares.

1. In accordance with regulation 106(P) of the SEBI ICDR Regulations, this Issue will be 100% underwritten and that the LM will underwrite at least 15% of the total issue size. For further details pertaining to underwriting please refer to chapter titled “General Information” beginning on page 48 of this Draft Prospectus.
2. In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, we shall ensure that the total

number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, than our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed u/s 40 of the Companies Act, 2013

3. In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, we have not filed any Draft Offer Document with SEBI nor has SEBI issued any observations on our Offer Document. Also, we shall ensure that our Lead Manager submits the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Draft Prospectus with Stock Exchange and the Registrar of Companies.
4. In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the Lead Manager will ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue. For further details of the market making arrangement see chapter titled “General Information” beginning on page 48 of this Draft Prospectus.
5. The Company has Net Tangible assets of at least Rs. 1 crore as per the latest audited financial results.
6. The Net worth (excluding revaluation reserves) of the Company is at least Rs. 1 crore as per the latest audited financial results.
7. The Company has been incorporated on 12<sup>th</sup> February, 2011 and has track record of over three years and have positive cash accruals (earnings before depreciation and tax) from operations for atleast 2 financial years.
8. The Post-issue paid up capital of the Company shall be at least Rs. 1 Crore.
9. The Company shall mandatorily facilitate trading in demat securities and has entered into agreements with both the depositories.
10. The Company has not been referred to Board for Industrial and Financial Reconstruction.
11. No petition for winding up is admitted by a court of competent jurisdiction or a liquidator has been appointed against the Company.
12. No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
13. The Company has a website: [www.buddhaglobal.com](http://www.buddhaglobal.com)
14. There has been no change in the Promoter(s) of the Company in the preceding one year from the date of filling application to NSE-Emerge Platform.
15. There is no defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) during the past three years.
16. No material regulatory or disciplinary action has been taken by a stock exchange or regulatory authority in the past one year in respect of promoters/promoting company(ies), group companies, companies promoted by the promoters/promoting company(ies) of the applicant company

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

#### **DISCLAIMER CLAUSE OF SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE OFFER DOCUMENT TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THIS ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MANAGER, NAVIGANT CORPORATE ADVISORS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS FOR THE TIME BEING IN FORCE. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT PROSPECTUS, THE LEAD MANAGER, NAVIGANT CORPORATE ADVISORS LIMITED, IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, NAVIGANT CORPORATE ADVISORS LIMITED, HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED 25<sup>TH</sup> NOVEMBER, 2017, IN ACCORDANCE WITH THE SEBI (MERCHANT BANKERS) REGULATIONS, 1992.

“WE, THE UNDER NOTED LEAD MANAGER TO THE ABOVE MENTIONED FORTHCOMING ISSUE STATE AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, CIVIL LITIGATIONS, DISPUTES WITH COLLABORATORS, CRIMINAL LITIGATIONS ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALISATION OF THE DRAFT PROSPECTUS PERTAINING TO THE SAID ISSUE;
2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:
  - A. THE DRAFT PROSPECTUS FILED WITH THE BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE AS ALSO THE REGULATIONS GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND
  - C. THE DISCLOSURES MADE IN THE DRAFT PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, COMPANIES ACT, 2013 THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.
4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.
5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT PROSPECTUS WITH THE BOARD TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT PROSPECTUS.
6. WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT PROSPECTUS.
7. WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. - NOT APPLICABLE
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION - NOTED FOR COMPLIANCE, SUBJECT TO COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE.- NOT APPLICABLE\*\*
11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.



**12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT PROSPECTUS:**

- A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND**
- B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.**

**13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE.**

**14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTERS EXPERIENCE, ETC.**

**15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

**16. WE ENCLOSE STATEMENT ON PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS AS PER FORMAT SPECIFIED BY THE BOARD (SEBI) THROUGH CIRCULAR - DETAILS ARE ENCLOSED IN "ANNEXURE A"**

**17. WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTION HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS."**

*\*Section 29 of the Companies Act, 2013 provides inter alia that every company making public offers shall issue securities only in dematerialised form by complying with the provisions of the Depositories Act, 1996 and the regulations made thereunder.*

**ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING NSE EMERGE**

- 1) "WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.**
- 2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.**
- 3) WE CONFIRM THAT THE ABRIDGED PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009.**
- 4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.**

- 5) WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR TO SUB-REGULATION OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT PROSPECTUS.
- 6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION [106P] AND [106V] OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. - NOTED FOR COMPLIANCE.”
- 7) WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE PROSPECTUS WITH THE REGISTRAR OF COMPANIES. - NOT APPLICABLE

**Note:**

The filing of this Draft Prospectus does not, however, absolve our Company from any liabilities under section 34, section 35, section 36 OR section 38(1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the Lead manager any irregularities or lapses in the Draft Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft Prospectus with the Registrar of Companies, Delhi in terms of sections 26, 32 and 33 of the Companies Act, 2013.

**DISCLAIMER FROM OUR COMPANY AND THE LEAD MANAGER**

Our Company, our Directors and the Lead Manager accept no responsibility for statements made otherwise than in this Draft Prospectus or in the advertisements or any other material issued by or at instance of our Company and anyone placing reliance on any other source of information, including our website, [www.buddhaglobal.com](http://www.buddhaglobal.com) would be doing so at his or her own risk.

**CAUTION**

The Lead Manager accepts no responsibility, save to the limited extent as provided in the MOU for Issue Management entered into among the Lead Manager and our Company dated 13<sup>th</sup> November, 2017, the Underwriting Agreement 13<sup>th</sup> November, 2017 entered into among the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Lead Manager, Market Maker and our Company.

Our Company and the Lead Manager shall make all information available to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports or at collection centers, etc.

Investors who apply in this Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares and will not offer, sell, pledge or transfer the Equity Shares to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares. Our Company and the Lead Manager and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

**PRICE INFORMATION AND THE TRACK RECORD OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

For details regarding the price information and track record of the past issue handled by M/s Navigant Corporate Advisors Limited, as specified in Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, please refer to the website of the Book Running Lead Manager at [www.navigantcorp.com](http://www.navigantcorp.com).

**DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of Rs. 2,500 Lacs, pension funds with minimum corpus of Rs. 2,500 Lacs and the National Investment Fund, and permitted non residents including FIIs, Eligible NRIs, QFIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Prospectus does not, however, constitute an invitation to purchase shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in Delhi only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Prospectus has been filed with NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

**DISCLAIMER CLAUSE OF NSE EMERGE PLATFORM**

As required, a copy of this Draft Prospectus has been submitted to NSE. NSE has given vide its letter Ref.: [•] dated [•] permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any

way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription / acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

## **FILING**

The Draft Prospectus shall not be filed with SEBI, nor will SEBI issue any observation on the offer document in term of Reg. 106(M)(3). However, a copy of the Prospectus shall be filed with SEBI at the 5th Floor, Bank of Baroda Building, 16, Sansad Marg, New Delhi - 110 001. A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the ROC situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi - 110019.

## **LISTING**

In terms of Chapter XB of the SEBI (ICDR) Regulations, there is no requirement of obtaining in- principle approval from NSE-Emerge Platform. However application will be made to the NSE-Emerge Platform for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

The NSE-Emerge Platform has given its in-principal approval for using its name in our Draft Prospectus vide its letter dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE-Emerge Platform, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 6 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15% per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the NSE-Emerge Platform mentioned above are taken within twelve Working Days from the Issue Closing Date.

## **CONSENTS**

Consents in writing of: (a) the Directors, the Promoters, the Company Secretary and Compliance Officer, Chief Financial Officer, the Auditors, Peer Review Auditor, Banker to the Company; and (b) Lead manager, Underwriters, Market Makers Registrar to the Issue, Legal Advisor to the Issue, Banker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 & 32 of Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC. Our Auditors have given their written consent to the inclusion of their report in the form and context in which it appears in this Draft Prospectus and such consent and report is not withdrawn up to the time of delivery of this Draft Prospectus with NSE.

## **EXPERT OPINION**

Except as stated below, our Company has not obtained any expert opinions:

1. Report of the Statutory Auditor on Statement of Tax Benefits;
2. Report of the Peer Reviewed Auditor on the Restated Financial Statements for the three months ended on June 30, 2017 and financial year ended on March 31, 2017, 2016, 2015, 2014 and 2013 of our Company.

## **PUBLIC ISSUE EXPENSES**

The expenses of this Issue include, among others, underwriting and management fees, printing and distribution expenses, legal fees, statutory advertisement expenses and listing fees. For details of total expenses of the Issue, refer to chapter "Objects of the Issue" beginning on page 78 of this Draft Prospectus.

## **FEES PAYABLE TO LEAD MANAGER TO THE ISSUE**

The total fees payable to the Lead Manager will be as per the Engagement Letters from our Company and Lead Manager and Memorandum of Understanding signed with the Lead Manager, copy of which is available for inspection at the Registered Office of our Company.

## **FEES PAYABLE TO THE REGISTRAR TO THE ISSUE**

The fees payable by the Company to the Registrar to the Issue for processing of application, data entry, printing of CAN, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Memorandum of Understanding signed with the Company, copy of which is available for inspection at the Registered Office of our Company.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided by the Company to the Registrar to the Issue to enable them to send refund orders or allotment advice by registered post/ speed post/ under certificate of posting.

## **FEES PAYABLE TO OTHERS**

The total fees payable to the Legal Advisor, Auditor and Advertiser, etc. will be as per the terms of their respective engagement letters.

## **UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION**

The underwriting commission and the selling commission for the Issue are as set out in the Underwriting Agreement amongst the Company and Underwriters. The underwriting commission shall be paid as set out in the Underwriting Agreement based on the Issue price and the amount underwritten in the manner mentioned on page 52 of this Draft Prospectus.

## **CAPITAL ISSUE DURING THE LAST THREE YEARS**

Buddha Global Limited and its Group Companies have not made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

## **PREVIOUS PUBLIC OR RIGHTS ISSUE**

There have been no public or rights issue by our Company during the last five years.

## **PREVIOUS ISSUES OF EQUITY SHARES OTHERWISE THAN FOR CASH**

Except as stated in the section titled “Capital Structure” on page 55 of this Draft Prospectus, we have not made any previous issues of shares for consideration otherwise than for cash.

## **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES**

Since this is the Initial Public Offer of the Company, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since inception of the Company.

## **PROMISE VIS-À-VIS PERFORMANCE**

Our Company has not made any public or rights issue since its inception.

## **PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED COMPANIES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 370(1) (B) OF THE COMPANIES ACT, 1956 / SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS**

There are no listed companies under the same management within the meaning of Section 370(1)(b) of the Companies Act, 1956 / Section 186 of the Companies Act, 2013 that made any capital issue viz. initial public offering, rights issue or composite issue during the last three years.

## **OUTSTANDING DEBENTURES OR BONDS AND REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS**

There are no outstanding debentures or bonds or redeemable preference shares and other instruments issued by the Company as on the date of this Draft Prospectus.

## **STOCK MARKET DATA FOR OUR EQUITY SHARES**

This being an Initial Public Offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange.

## **INVESTOR GRIEVANCES AND REDRESSAL SYSTEM**

The Company has appointed MAS Services Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue, namely, MAS Services Limited, will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor. The Company assures that the Board of Directors in respect of the complaints, if any, to be received shall adhere to the following schedules:

Sr. No.	Nature of Complaint	Time Table
1.	Non-receipt of refund	Within 7 days of receipt of complaint subject to production of satisfactory evidence

Sr. No.	Nature of Complaint	Time Table
2.	Non receipt of share certificate/Demat Credit	Within 7 days of receipt of complaint subject to production of satisfactory evidence
3.	Any other complaint in relation to Public Issue	Within 7 days of receipt of complaint with all relevant details.

Redressal of investors' grievance is given top priority by the Company. The Committee oversees redressal of complaints of shareholders/investors and other important investor related matters. The Company has adequate arrangements for redressal of investor complaints as follows:

Share transfer/ dematerialization/ rematerialization are handled by professionally managed Registrar and Transfer Agent, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. The Registrars are constantly monitored and supported by qualified and experienced personnel of the Company.

We have appointed Ms. Simpal Kumari as Company Secretary and Compliance Officer and she may be contacted in case of any pre-issue or post-issue problems. She can be contacted at the following address:

Ms. Simpal Kumari,  
Company Secretary and Compliance officer  
S-402, Ground Floor,  
Greater Kailash-1, South Delhi  
New Delhi-110048  
Tel: + 011-29245518  
Email: [cs@buddhaglobal.com](mailto:cs@buddhaglobal.com)  
Website: [www.buddhaglobal.com](http://www.buddhaglobal.com)

#### **CHANGES IN AUDITORS**

There has been no change in the auditors of our Company for the last three years.

#### **CAPITALIZATION OF RESERVES OR PROFITS DURING LAST FIVE (5) YEARS**

Except as provided in the Chapter titled Capital Structure beginning on page 55 of the Draft Prospectus, Our Company has not capitalized its reserves or profits at any time during the last five (5) years.

#### **REVALUATION OF ASSETS DURING THE LAST FIVE (5) YEARS**

Our Company has not revalued its assets during the last five (5) years.

#### **PURCHASE OF PROPERTY**

Other than as disclosed in this Draft Prospectus, there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Draft Prospectus. Except as stated elsewhere in this Draft Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made thereunder.

#### **SERVICING BEHAVIOR**

There has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.



## SECTION VII

## ISSUE RELATED INFORMATION

## TERMS OF THE ISSUE

*The Equity Shares being issued and transferred are subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations, our Memorandum and Articles of Association, the SEBI Listing Regulations, the terms of the Draft Prospectus, the Prospectus, Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchange, the RBI, RoC and/or other authorities, as in force on the date of the Issue and to the extent applicable.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 All the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available*

## RANKING OF EQUITY SHARES

The Equity Shares being issued in the Issue shall be subject to the provisions of the Companies Act, 2013 and the Memorandum and Articles of Association and shall rank pari-passu with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees in receipt of Allotment of Equity Shares under this Issue will be entitled to dividends and other corporate benefits, if any, declared by our Company after the date of Allotment in accordance with Companies Act, 1956 and Companies Act, 2013 and the Articles. For further details, please refer to the section titled "Main Provisions of Articles of Association" beginning on page 248 of this Draft Prospectus.

## MODE OF PAYMENT OF DIVIDEND

The declaration and payment of dividend will be as per the provisions of Companies Act, SEBI Listing Regulations and recommended by the Board of Directors at their discretion and approved by the shareholders and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividend, if declared, to our Shareholders as per the provisions of the Companies Act, SEBI Listing Regulations and our Articles of Association. For further details, please refer to the chapter titled "Dividend Policy" on page 136 of this Draft Prospectus.

## FACE VALUE AND ISSUE PRICE

The Equity Shares having a Face Value of Rs.10 each are being offered in terms of this Draft Prospectus at the price of Rs. [●] per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the section titled "Basis of Issue Price" on page 83 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.



## **COMPLIANCE WITH SEBI (ICDR) REGULATIONS**

We shall comply with all requirements of SEBI (ICDR) Regulations, all disclosure and accounting norms as specified by SEBI from time to time.

## **RIGHTS OF THE EQUITY SHAREHOLDERS**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive annual reports and notices to members;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation subject to any statutory and preferential claim being satisfied;
- Right of free transferability subject to applicable law, including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, 2013 and the Memorandum and Articles of Association of the Company.

*For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien and/or consolidation/splitting, please refer to the section titled "Main Provisions of Articles of Association" on page 248 of this Draft Prospectus.*

## **MINIMUM APPLICATION VALUE; MARKET LOT AND TRADING LOT**

In terms of the provision of the Depositories Act, 1996 (22 of 1996) & the regulations made under and Section 29 (1) of the Companies Act, 2013 the Equity Shares of our Company shall be allotted only in dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

The trading of the Equity Shares will happen be in dematerialized form and in the minimum contract size of [●] Equity Shares and the same may be modified by the NSE EMERGE from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through the Issue will be done in multiples of [●] Equity Shares subject to a minimum allotment of [●] Equity Shares to the successful Applicants.

## **MINIMUM NUMBER OF ALLOTTEES**

The minimum number of Allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

## **JURISDICTION**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Delhi.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from, or

in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **JOINT HOLDERS**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

#### **NOMINATION FACILITY TO INVESTOR**

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

Any person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

#### **MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten.

As per Section 39 of the Companies Act, 2013, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the offer through the Offer Document including devolvement of Underwriters, if any, within sixty

(60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 6 working days of closure of issue.

Further, in accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, our Company shall ensure that the minimum application size in terms of number of specified securities shall not be less than Rs.1,00,000/- (Rupees One Lac) per application.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

#### **MIGRATION TO MAIN BOARD**

Our Company may migrate to the main board of NSE from NSE EMERGE platform of NSE on a later date subject to the following:

a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than Promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), Company shall have to apply to NSE for listing our shares on its main board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the main board.

OR

b) If the Paid up Capital of the Company is more than 10 crores but below Rs. 25 crores, Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

#### **MARKET MAKING**

The shares offered through this Issue are proposed to be listed on the NSE EMERGE Platform, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the NSE-EMERGE for a minimum period of three years from the date of listing of shares offered through this Draft Prospectus. For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker please refer to “General Information - Details of the Market Making Arrangements for this Issue” on page 52 of this Draft Prospectus.

#### **ARRANGEMENTS FOR DISPOSAL OF ODD LOTS**

The trading of the equity shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular no. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the market maker shall buy the entire

shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the NSE-EMERGE.

**AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

**OPTION TO RECEIVE EQUITY SHARES IN DEMATERIALIZED FORM**

In accordance with the SEBI ICDR Regulations, Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange. Allottees shall have the option to re materialise the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act.

**NEW FINANCIAL INSTRUMENTS**

The Issuer Company is not issuing any new financial instruments through this Issue.

**APPLICATION BY ELIGIBLE NRIS, FPIS/FIIS REGISTERED WITH SEBI, VCFS REGISTERED WITH SEBI AND QFIS**

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FPIs/FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

**RESTRICTIONS, IF ANY, ON TRANSFER AND TRANSMISSION OF EQUITY SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING**

Except for lock-in of the pre-Issue Equity Shares and Promoter's minimum contribution in the Issue as detailed in the chapter "Capital Structure" beginning on page 55 of this Draft Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. For details please refer to the section titled "Main Provisions of the Articles of Association" beginning on page 248 of this Draft Prospectus.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.*

## WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 106(M)(1) of Chapter X-B of SEBI (ICDR) Regulations, 2009, as amended from time to time, whereby, An issuer whose post-issue face value capital do not exceed ten crores rupees shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the SME Platform of NSE i.e. NSE-EMERGE). For further details regarding the salient features and terms of such an Issue please refer the section titled "*Terms of the Issue*" and "*Issue Procedure*" on page 197 and 206 of this Draft Prospectus.

### Following is the Issue structure:

Public Issue of upto 13,53,000 equity shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. [●] per Equity Share (including a share premium of Rs. [●] per Equity Share) aggregating to Rs. [●] lacs ("the Issue") by Buddha Global Limited ("BGL" or the "Company" or the "Issuer").

The Issue comprises reservation of upto 69,000 Equity Shares for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of upto 12,84,000 Equity Shares ("the Net Issue").

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation</b>	Upto 12,84,000 Equity Shares	69,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.90% of the Issue size	5.10% of the Issue size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each.  For further details please refer to the section titled " <i>Issue Procedure Basis of Allotment</i> " on page 218 of this Draft Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through the ASBA Process	Through ASBA Process Only
<b>Minimum Application Size</b>	<b>For QIB and NII:</b> Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds Rs. 2,00,000/-  <b>For Retail Individuals:</b> [●] Equity Shares	[●] Equity Shares
<b>Maximum Application Size</b>	<b>For QIB and NII:</b> Such number of equity shares in multiples of [●] Equity Shares such that the Application Size does not exceed [●] Shares.	[●] Equity Shares

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	<i>For Retail Individuals:</i> [●] Equity Shares	
Mode of Allotment	Compulsorily in Dematerialized mode	Compulsorily in Dematerialized mode
Trading Lot	[●] Equity Shares	[●] Equity Shares, However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2009.
Terms of Payment	The entire Application Amount will be payable at the time of submission of the Application Form and accordingly ASBA Banks will block the entire Application Amount.	

\*50 % of the shares offered are reserved for applications below Rs. 2 Lacs and the balance for higher amount applications.

#### WITHDRAWAL OF THE ISSUE

In accordance with the SEBI ICDR Regulations, our Company, in consultation with Lead Manager, reserves the right not to proceed with this Issue at any time after the Issue Opening Date, but before our Board meeting for Allotment, without assigning reasons thereof. However, if our Company withdraws the Issue after the Issue Closing Date, we will give reason thereof within two days by way of a public notice which shall be published in the same newspapers where the pre-Issue advertisements were published.

Further, the Stock Exchange shall be informed promptly in this regard and the Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the Bank Accounts of the Applicants within one Working Day from the date of receipt of such notification. In case our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh offer document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which the Company shall apply for after Allotment. In terms of the SEBI Regulations, Non retail applicants shall not be allowed to withdraw their Application after the Issue Closing Date.

#### ISSUE PROGRAMME

ISSUE OPENING DATE	[●]
ISSUE CLOSING DATE	[●]

Applications and any revision to the same (except that on the Issue Closing Date) will be accepted only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form. On the Issue Closing date application and revision to the same will be accepted between 10.00 a.m and 3.00 p.m. Applications will be accepted during Issue period on Working Days.



## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (DIPPI), issued Consolidated FDI Policy Circular of 2015 ("FDI Policy 2015"), which with effect from May 12, 2015, consolidates and supersedes all previous press notes, press releases and clarifications on FDI Policy issued by the DIPP that were in force and effect as on May 11, 2015. However, press note 4 of (2015 Series), dated April 24, 2015, regarding policy on foreign investment in pension sector, will remain effective. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Policy 2015 will be valid until the DIPP issues an updated circular. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI. As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S, except pursuant to exemption from, or in a transaction not subject to the registration requirements of US Securities Laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction, The above information is given for the benefit of the Applicants.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Application is not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



## ISSUE PROCEDURE

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the "General Information Document") included below under section "Part B-General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 1956, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the SEBI Regulations. The General Information Document has been updated to include reference to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and the Lead Manager would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that their Applications do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Prospectus and the Prospectus.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.*

### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made under Regulation 106(M)(1) of Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 via Fixed Price Process.

Applicants are required to submit their Applications to the Application Collecting Intermediaries. In case of QIB Applicants, the Company in consultation with the Lead Manager may reject Applications at the time of acceptance of Application Form provided that the reasons for such rejection shall be provided to such Applicant in writing.

In case of Non Institutional Applicants and Retail Individual Applicants, our Company would have a right to reject the Applications only on technical grounds.

Investors should note that the Equity Shares will be allotted to all successful Applicants only in dematerialized form. Applicants will not have the option of being Allotted Equity Shares in physical form.

Further the Equity shares on allotment shall be trade only in the dematerialized segment of the Stock Exchange, as mandated by SEBI.

### **APPLICATION FORM**

Pursuant to SEBI Circular dated September 27, 2011 and bearing No. CIR/CFD/DIL/4/2011, the Application Form has been standardized. Also please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA Mode.

The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Color of Application Form
Resident Indians and Eligible NRIs applying on a non-repatriation basis (ASBA)	White
Non-Residents and Eligible NRIs applying on a repatriation basis (ASBA)	Blue

Applicants shall only use the specified Application Form for the purpose of making an application in terms of the Prospectus. The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number.

Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries

- an SCSB, with whom the bank account to be blocked, is maintained
- a syndicate member (or sub-syndicate member) : Not Applicable being Fixed Priced Issue
- a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
- a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorised our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

#### **AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of NSE i.e. [www.nseindia.com](http://www.nseindia.com)

#### **WHO CAN APPLY?**

In addition to the category of Applicants set forth under **"General Information Document for Investing in Public Issues - Category of Investors Eligible to participate in an Issue"**, the following persons are also eligible to invest in the Equity Shares under all applicable laws, regulations and guidelines, including:

- FPIs and sub-accounts registered with SEBI other than Category III foreign portfolio investor;
- Category III foreign portfolio investors, which are foreign corporates or foreign individuals only under the Non Institutional Investors (NIIs) category;
- Scientific and/or industrial research organisations authorised in India to invest in the Equity Shares.

#### **OPTION TO SUBSCRIBE IN THE ISSUE**

- a) As per Section 29(1) of the Companies Act, 2013 allotment of Equity Shares shall be in dematerialized form only.
- b) The equity shares, on allotment, shall be traded on Stock Exchange in demat segment only.
- c) A single application from any investor shall not exceed the investment limit/minimum number of specified securities that can be held by him/her/it under the relevant regulations/statutory guidelines.

#### **PARTICIPATION BY ASSOCIATES / AFFILIATES OF LEAD MANAGER**

The Lead Manager, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Manager, if any, may purchase the Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to such Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRI'S APPLYING ON NON REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations/institutions and not in the names of minors, foreign nationals, non residents (except for those applying on non repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu undivided families, partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE/FCNR accounts as well as NRO accounts.

## **APPLICATIONS BY ELIGIBLE NRI'S/RFPI's ON REPATRIATION BASIS**

Application Forms have been made available for eligible NRIs at our Registered Office and at the Corporate Office of the Lead manager. Eligible NRI Applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under the reserved category. The eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the Forms meant for Resident Indians and should not use the forms meant for the reserved category. Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRIs on repatriation basis. Allotment of equity shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in equity shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian tax laws and regulations and any other applicable laws.

## **As per the current regulations, the following restrictions are applicable for investments by FPIs:**

1. A foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where "infrastructure" is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as Infrastructure Finance Companies (IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
2. Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
3. In respect of investments in the secondary market, the following additional conditions shall apply:
  - a. A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b. Nothing contained in clause (a) shall apply to:
    - (i) Any transactions in derivatives on a recognized stock exchange;
    - (ii) Short selling transactions in accordance with the framework specified by the Board;
    - (iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (iv) Any other transaction specified by the Board.
- c. No transaction on the stock exchange shall be carried forward;
- d. The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
  - (i) transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;
  - (ii) sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (iii) sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
  - (iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 1998;
  - (v) divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depositary Receipts or Global Depositary Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - (vi) Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - (vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter XB of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (viii) Any other transaction specified by the Board.
- e. A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form.  
 Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized. Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.
- 4. The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below ten percent of the total issued capital of the company.
- 5. The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 6. In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 7. A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.  
 No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:
  - a. Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
  - b. Such offshore derivative instruments are issued after compliance with "know your client" norms.

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly. Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.

Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.

Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.

The purchase of equity shares of each company by a single foreign portfolio investor or an investor group shall be below 10% of the total issued capital of the company.

An FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as an foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.

#### **APPLICATION BY MUTUAL FUNDS**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Applications made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.



#### **APPLICATION BY LIMITED LIABILITY PARTNERSHIPS**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

#### **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- (a) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- (b) the entire group of the investee company: the least of 10% of the respective fund in case of a life insurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of ULIPS); and
- (c) The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of ULIPS).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in the infrastructure and housing sectors, *i.e.* 26<sup>th</sup> December, 2008, providing, among other things, that the exposure of an insurer to an infrastructure company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

#### **APPLICATION BY PROVIDENT FUNDS/ PENSION FUNDS**

In case of Applications made by provident funds with minimum corpus of Rs. 25 Crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that any single application from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus/ Prospectus.

## **APPLICATION UNDER POWER OF ATTORNEY**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2500 Lacs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2500 Lacs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the Memorandum of Association and Articles of Association and/ or bye laws must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof. With respect to applications by VCFs, FVCIs, and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.

In case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by insurance companies registered with the Insurance Regulatory and Development Authority, a certified copy of certificate of registration issued by Insurance Regulatory and Development Authority must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made pursuant to a power of attorney by FII's, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of Applications made by provident funds with minimum corpus of Rs. 25 crore (subject to applicable law) and pension funds with minimum corpus of Rs. 25 crore, a certified copy of certificate from a Chartered Accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

## **INFORMATION FOR THE APPLICANTS**

1. Our Company and the Lead Managers shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in one regional newspaper with wide circulation. This advertisement shall be in the prescribed format.
2. Our Company will file the Prospectus with the RoC at least three days before the Issue Opening Date.
3. Any Applicant who would like to obtain the Prospectus and/or the Application Form can obtain the same from our Registered Office.
4. Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorised agent(s).
5. Applications should be submitted in the prescribed Application Form only. Application Forms submitted to



the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application Forms submitted by Applicants whose beneficiary account is inactive shall be rejected.

6. the Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries . Further Application Collecting Intermediary may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account.
7. Except for applications by or on behalf of the Central or State Government and the officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding persons resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.
8. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange by the Bankers to the Issue or the SCSBs do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

#### **METHOD AND PROCESS OF APPLICATIONS**

1. Applicants are required to submit their applications during the Issue Period only through the following Application Collecting intermediary
  - (i) an SCSB, with whom the bank account to be blocked, is maintained
  - (ii) a syndicate member (or sub-syndicate member)
  - (iii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker")
  - (iv) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
  - (v) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Issue Period in accordance with the terms of the Prospectus.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to Application Collecting intermediaries Submission of a second Application Form to either the same or to another Application Collecting Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue.

5. The intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The upload of the details in the electronic bidding system of stock exchange and post that blocking of funds will be done by as given below:

<b>For applications submitted by investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange(s) and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. Upon receipt of the Application Form directly or through other intermediary, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, and If sufficient funds are not available in the ASBA Account the application will be rejected.
7. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Applicant on request.
8. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal / failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

## TERMS OF PAYMENT

The entire Issue price of Rs. [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, The Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, the Bankers to the Issue and the

Registrar to the Issue to facilitate collections from the Applicants.

#### **PAYMENT MECHANISM FOR APPLICANTS**

The Applicants shall specify the bank account number in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the application by the ASBA Applicant, as the case may be. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular bearing number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all Investors are applying in this Issue shall mandatorily make use of ASBA facility.

#### **ELECTRONIC REGISTRATION OF APPLICATIONS**

1. The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
2. The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m of the next Working day from the Issue Closing Date.
3. The Application collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Managers nor our Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorized agents during the Issue Period. The Designated Branches or the Agents of the Application Collecting Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:

- Name of the Applicant;
  - IPO Name;
  - Application Form number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Numbers of Equity Shares Applied for;
  - Location of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
7. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mention the bank account number, except the Electronic Application Form number which shall be system generated.
  8. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
  9. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
  10. In case of Non Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Draft Prospectus. The Application Collecting Intermediaries shall have no right to reject applications, except on technical grounds.
  11. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
  12. The Application Collecting Intermediaries will be given time till 1.00 P.M on the next working day after the Issue Closing Date to verify the PAN No, DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
  13. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA applications

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with NSE EMERGE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).

2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

- a) Each successful applicant shall be allotted [●] equity shares; and
- b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the number in excess of the multiple of [●] would be rounded off to the higher multiple of [●] if that number is [●] or higher. If that number is lower than [●], it would be rounded off to the lower multiple of [●]. All Applicants in such categories would be Allotted Equity Shares arrived at after such rounding off.

5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

(a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

(b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

(c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

(d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

#### **SIGNING OF UNDERWRITING AGREEMENT**

Vide an Underwriting agreement dated 13<sup>th</sup> November, 2017 this issue is 100% Underwritten.

#### **FILING OF THE PROSPECTUS WITH THE ROC**

The Company will file a copy of the Prospectus with the RoC in terms of Section 26 of the Companies Act, 2013.

#### **PRE-ISSUE ADVERTISEMENT**

Subject to Section 30 of the Companies Act, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation.

#### **ISSUANCE OF ALLOTMENT ADVICE**

1. Upon approval of the Basis of Allotment by the Designated Stock Exchange.
2. The Lead Managers or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue.

The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.

#### **DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of four (4) working days of the Issue Closing Date.

After the funds are transferred from the ASBA Public Issue Account to the Public Issue Account on the Designated Date, the Company would ensure the credit to the successful Applicants depository account. Allotment of the Equity Shares to the Allottees shall be within one working days of the date of Allotment. Investors are advised to instruct their Depository Participant to accept the Equity Shares that may be allocated/ Allotted to them pursuant to this Issue.

#### **GENERAL INSTRUCTIONS**

##### **Do's**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;

- Ensure that the details about Depository Participant and Beneficiary Account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the demographic details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in your bank account maintained with the SCSB before submitting the Application Form to the respective Designated Branch of the SCSB;
- With respect to ASBA Applications ensure that the Application Form is signed by the account holder in case the applicant is not the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- Ensure that you have requested for and receive a acknowledgement;
- All applicants should submit their applications through the ASBA process only.

#### **Dont's**

- Do not apply for lower than the minimum Application size;
- Do not apply at a Price Different from the Price mentioned herein or in the Application Form
- Do not apply on another Application Form after you have submitted an Application to the Banker to of the Issue.
- Do not pay the Application Price in cash, by money order or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Selected Branches / Offices of the Banker to the Issue.
- Do not fill in the Application Form such that the Equity Shares applied for exceeds the Issue Size and/ or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the Application is liable to be rejected on this ground.
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue
- Do not submit Applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

#### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application Forms should bear the stamp of the Application Collecting Intermediaries . ASBA Application Forms, which do not bear the stamp of the Application Collecting Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock



Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broadbase the reach of Investors by substantially enhancing the points for submission of applications, SEBI vide Circular No.CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com).

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

Please note that, providing bank account details, PAN Nos, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **SUBMISSION OF APPLICATION FORM**

All Application Forms duly completed shall be submitted to the Application Collecting Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

#### **COMMUNICATIONS**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Application Collecting Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **DISPOSAL OF APPLICATIONS AND APPLICATION MONEYS AND INTEREST IN CASE OF DELAY**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within two working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE-EMERGE where the Equity Shares are proposed to be listed are taken within 6 working days from Issue Closing Date. In accordance with the Companies Act, the requirements of the



Stock Exchange and the SEBI Regulations, the

Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. The Company will provide adequate funds required for dispatch of Allotment Advice to the Registrar to the Issue.

#### IMPERSONATION

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

“ Any person who—

- a. makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- b. makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- c. otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, *shall be liable for action under Section 447.*”

#### UNDERTAKINGS BY OUR COMPANY

The Company undertakes the following:

- 1) That the complaints received in respect of this Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
- 3) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar to the Issue by the Issuer;
- 4) That our Promoter's contribution in full has already been brought in;
- 5) That the letter of allotment/ unblocking of funds to the non resident Indians shall be dispatched within specified time;
- 6) That no further issue of Equity Shares shall be made till the Equity Shares offered through this Draft Prospectus are listed or until the Application monies are refunded on account of non listing, under subscription etc.
- 7) The Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## **UTILIZATION OF ISSUE PROCEEDS**

Our Board certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.

## **EQUITY SHARES IN DEMATERIALISED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in the process of signing the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- Agreement dated [●] among NSDL, the Company and the Registrar to the Issue;
- Agreement dated [●] among CDSL, the Company and the Registrar to the Issue;

The Company's shares bear ISIN no [●].

## GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 (to the extent notified and in effect), the Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon the notification of the Companies Act, 2013), the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Draft Prospectus/Prospectus before investing in the Issue*

### SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken *inter-alia* through Fixed Price Issues. The purpose of the –General Information Document for Investing in Public Issues| is to provide general guidance to potential Applicants in IPOs, on the processes and procedures governing IPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue; are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“ROC”). Applicants should carefully read the entire Prospectus and the Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM(s) to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in)

For the definitions of capitalized terms and abbreviations used herein Applicants may refer to the section “Glossary and Abbreviations”.

### SECTION 2: BRIEF INTRODUCTION TO IPOs ON SME EXCHANGE

#### 2.1 INITIAL PUBLIC OFFER (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2009, if applicable. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

The Issuer may also undertake IPO under of chapter XB of the SEBI (ICDR) Regulations, wherein as per,

- Regulation 106M (1): An issuer whose post-issue face value capital does not exceed ten crore rupees shall issue its specified securities in accordance with provisions of this Chapter.
- Regulation 106M (2): An issuer, whose post issue face value capital, is more than ten crore rupees and upto twenty five crore rupees, may also issue specified securities in accordance with provisions of this Chapter.

The present Issue being made under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation.

## 2.2 OTHER ELIGIBILITY REQUIREMENTS

In addition to the eligibility requirements specified in paragraphs 2.1, an Issuer proposing to undertake an IPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, 2009, the Companies Act, 2013 (the “Companies Act”), The Securities Contracts (Regulation) Rules, 1957 (the “SCRR”), industry-specific regulations, if any, and other applicable laws for the time being in force. Following are the eligibility requirements for making an SME IPO under Regulation 106M (1) of Chapter XB of SEBI (ICDR) Regulation

(a) In accordance with regulation 106(P) of the SEBI (ICDR) Regulations, Issue has to be 100% underwritten and the LM has to underwrite at least 15% of the total issue size.

(b) In accordance with Regulation 106(R) of the SEBI (ICDR) Regulations, total number of proposed allottees in the Issue shall be greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date the company becomes liable to repay it, than the Company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 73 of the Companies Act, 1956.

(c) In accordance with Regulation 106(O) the SEBI (ICDR) Regulations, Company is not required to file any Offer Document with SEBI nor has SEBI issued any observations on the Offer Document. The Lead Manager shall submit the copy of Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies.

(d) In accordance with Regulation 106(V) of the SEBI ICDR Regulations, the LM has to ensure compulsory market making for a minimum period of three years from the date of listing of Equity Shares offered in the Issue.

(e) The Issuer shall have a track record of there years.

(f) The Net worth (excluding revaluation reserves) of the Issuer shall be positive as per the latest audited financial results.

(g) The Issuer should have positive cash accruals (earnings before depreciation and tax) from operations for at least 2 financial years.

(h) The Post-issue paid up capital of the Issuer shall be less than Rs. 25 Crores.

(i) The Issuer shall mandatorily facilitate trading in demat securities.

(j) The Issuer should not been referred to Board for Industrial and Financial Reconstruction.

(k) No petition for winding up is admitted by a court or a liquidator has not been appointed of competent jurisdiction against the Company.

(l) No material regulatory or disciplinary action should have been taken by any stock exchange or regulatory authority in the past three years against the Issuer.

(m) The Company should have a website.

Issuer shall also comply with all the other requirements as laid down for such an Issue under Chapter X-B of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 106(M) (3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 7, Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to this Issue.

Thus Company is eligible for the Issue in accordance with regulation 106M (1) and other provisions of chapter XB of the SEBI (ICDR) Regulations as the post issue face value capital does not exceed Rs. 1,000 lacs. Company also complies with the eligibility conditions laid by the SME Platform of NSE for listing of our Equity Shares.

### **2.3 TYPES OF PUBLIC ISSUES - FIXED PRICE ISSUES AND BOOK BUILT ISSUES**

In accordance with the provisions of the SEBI ICDR Regulations, 2009, an Issuer can either determine the Issue Price through the Book Building Process ("**Book Built Issue**") or undertake a Fixed Price Issue ("**Fixed Price Issue**"). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-issue advertisement was given at least five Working Days before the Issue Opening Date, in case of an IPO and at least one Working Day before the Issue Opening Date, in case of an FPO.

The Floor Price or the Issue price cannot be lesser than the face value of the securities. Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

### **2.4 ISSUE PERIOD**

The Issue shall be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Application Form and Abridged Prospectus or Prospectus for details of the Issue Period. Details of Issue Period are also available on the website of Stock Exchange(s).

### **2.5 MIGRATION TO MAIN BOARD**

SME Issuer may migrate to the Main Board of SE from the SME Exchange at a later date subject to the following:

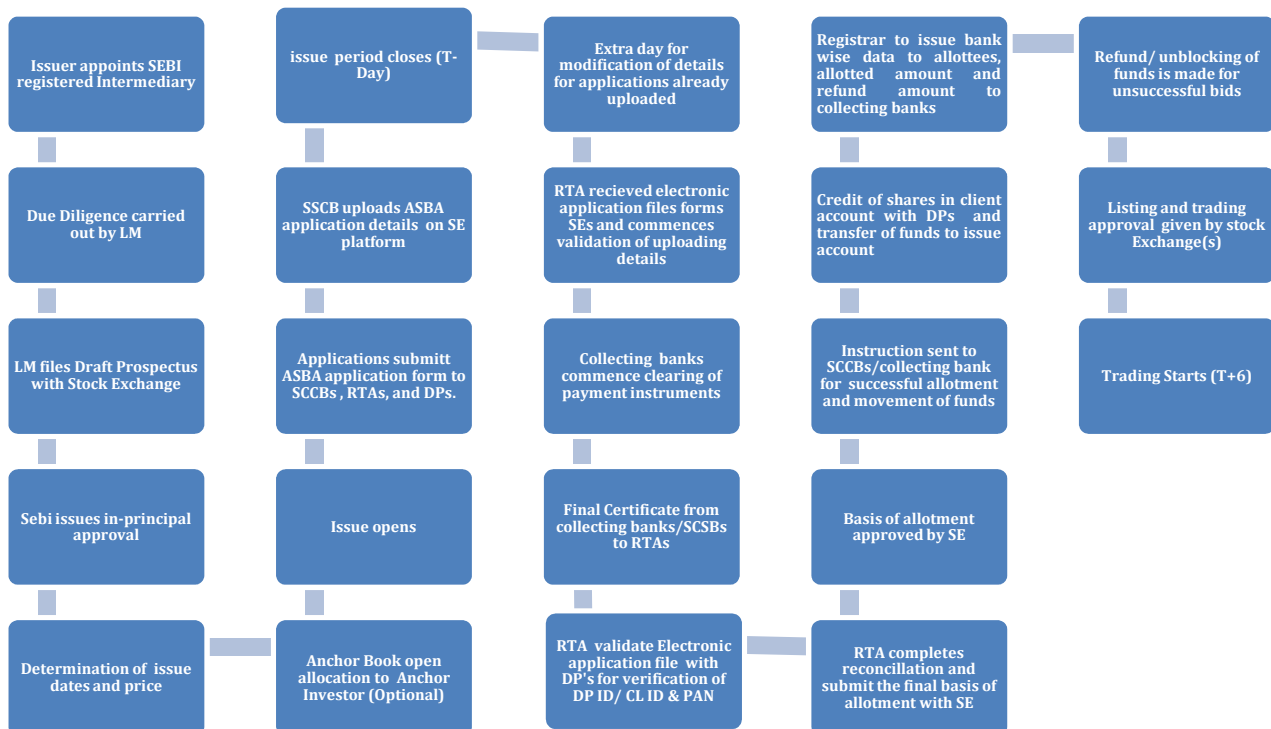
(a) If the Paid up Capital of the Company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), the Company shall apply to SE for listing of its shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

OR

(b) If the Paid up Capital of the company is more than 10 crores but below Rs. 25 crores, the Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## 2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price Issues is as follows:



### SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

*Each Applicant should check whether it is eligible to apply under applicable law.* Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

1. Indian nationals resident in India who are not incompetent to contract in single or joint names (not more than three) or in the names of minors as natural/legal guardian;
2. Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
3. Companies, Corporate Bodies and Societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
4. Mutual Funds registered with SEBI;
5. Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
6. Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
7. FPIs other than Category III FDI; VCFs and FVCIs registered with SEBI
8. Limited Liability Partnerships (Lip's) registered in India and authorized to invest in equity shares;
9. State Industrial Development Corporations;
10. Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
11. Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
12. Insurance Companies registered with IRDA;
13. Provident Funds and Pension Funds with minimum corpus of Rs. 2,500 Lacs and who are authorized under their constitution to hold and invest in equity shares;
14. Multilateral and Bilateral Development Financial Institutions;
15. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
16. Insurance funds set up and managed by army, navy or air force of the Union of India or by Department of Posts, India;
17. Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws

As per the existing regulations, OCBs cannot participate in this Issue.

## SECTION 4: APPLYING IN THE ISSUE

### Fixed Price Issue:

Applicants should only use the specified Application Form either bearing the stamp of Application Collecting Intermediaries as available or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Branches of Collection Banks or Designated Branches of the SCSBs, at the registered office of the Issuer and at the corporate office of LM. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus. Applicants should ensure that they apply in the appropriate category.

The prescribed colour of the Application Form for various categories of Applicants is as follows:

Category	Colour of the Application
Resident Indian, Eligible NRIs applying on a non- repatriation basis	White
NRIs, FVCIs, FPIs, their Sub-Accounts (other than Sub-Accounts which are foreign corporate(s) or foreign individuals applying under the QIB), on a repatriation basis	Blue

Securities Issued in an IPO can only be in dematerialized form in compliance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

### 4.1 INSTRUCTIONS FOR FILING THE APPLICATION FORM (FIXED PRICE ISSUE)

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Application Form are liable to be rejected.

Instructions to fill each field of the Application Form can be found on the reverse side of the Application Form. Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

*The samples of the Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:*



<p><b>COMMON BID CUM APPLICATION FORM</b></p>	<p><b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b></p> <p>Address : _____ Contact Details: _____ CIN No. _____</p>	<p><b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b></p>																											
<p>LOGO</p> <p>TO, THE BOARD OF DIRECTORS XYZ LIMITED</p>	<p><b>FIXED PRICE ONE ISSUE</b></p> <p><b>INE00000000000</b></p>	<p>Bid cum Application Form No. _____</p>																											
<p><b>SYNDICATE MEMBER'S STAMP &amp; CODE</b> <b>BROKER/SCSB/DP/RTA STAMP &amp; CODE</b> <b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b></p> <p>Mr. / Ms. _____</p> <p>Address _____</p> <p>Tel. No (with STD code) / Mobile _____ Email _____</p>																													
<p><b>2. PAN OF SOLE / FIRST BIDDER</b></p> <p>_____</p>																													
<p><b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL</p> <p>For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID</p>																													
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<p><b>5. CATEGORY</b></p> <p><input type="checkbox"/> Retail Individual Bidder</p> <p><input type="checkbox"/> Non-Institutional Bidder</p> <p><input type="checkbox"/> QIB</p>																													
<p><b>6. INVESTOR STATUS</b></p> <p><input type="checkbox"/> Individual(s) - IND</p> <p><input type="checkbox"/> Hindu Undivided Family* - HUF</p> <p><input type="checkbox"/> Bodies Corporate - CO</p> <p><input type="checkbox"/> Banks &amp; Financial Institutions - FI</p> <p><input type="checkbox"/> Mutual Funds - MF</p> <p><input type="checkbox"/> Non-Resident Indian - NRI (Non-Repatriation basis)</p> <p><input type="checkbox"/> National Investment Fund - NIF</p> <p><input type="checkbox"/> Insurance Funds - IF</p> <p><input type="checkbox"/> Insurance Companies - IC</p> <p><input type="checkbox"/> Venture Capital Funds - VCF</p> <p><input type="checkbox"/> Alternative Investment Funds - AIF</p> <p><input type="checkbox"/> Others (Please specify) - OTH _____</p> <p><small>* HUF should apply only through Karta (Application by HUF would be treated as per work Individual)</small></p>																													
<p><b>7. PAYMENT DETAILS</b> <b>PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/></b></p> <p>Amount paid (₹ in figures) _____ (₹ in words) _____</p>																													
<p><b>ASBA</b></p> <p>Bank A/c No. _____</p> <p>Bank Name &amp; Branch _____</p>																													
<p><small>I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBREVIATED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.</small></p>																													
<p><b>8A. SIGNATURE OF SOLE / FIRST BIDDER</b> <b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> <b>BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)</b></p> <p>_____</p> <p>1) _____ 2) _____ 3) _____</p> <p>Date : _____</p>																													
<p>TEAR HERE</p>																													
<p>LOGO</p>	<p><b>XYZ LIMITED</b></p> <p><b>INITIAL PUBLIC ISSUE - R</b></p>	<p><b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b></p> <p>Bid cum Application Form No. _____</p> <p>PAN of Sole / First Bidder _____</p>																											
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<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - NR</b> Address : _____ Contact Details : _____ CIN No _____	For Eligible NRI, FI, FVCI, applying on Restriction Basis																												
<p style="writing-mode: vertical-rl; transform: rotate(180deg);">PLEASE FILL IN BLOCK LETTERS</p>	LOGO <span style="float: right;">TO, THE BOARD OF DIRECTORS XYZ LIMITED</span>		Bid cum Application Form No. _____																												
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SUB-BROKER'S / SUB-AGENT'S STAMP & CODE: _____		ESCROW BANK/SCSB BRANCH STAMP & CODE: _____	<b>2. PAN OF SOLE / FIRST BIDDER</b> _____																												
BANK BRANCH SERIAL NO. _____		SCSB SERIAL NO. _____	<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID																												
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<p style="writing-mode: vertical-rl; transform: rotate(180deg);">TEAR HERE</p>	<b>XYZ LIMITED</b> <b>INITIAL PUBLIC ISSUE - NR</b>	<b>Acknowledgement Slip for Broker/SCSB/DP/RTA</b>	Bid cum Application Form No. _____ PAN of Sole / First Bidder _____																
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	Option 1	Option 2	Option 3																
No. of Equity Shares	_____	_____	_____																
Bid Price	_____	_____	_____																
Amount Paid (₹)	_____	_____	_____																

#### **4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/ FIRST APPLICANT**

Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(a) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and email and/or telephone number/ mobile number fields are optional. Applicants should note that the contact details mentioned in the Application Form may be used to dispatch communications (including refund orders and letters notifying the unblocking of the bank accounts of ASBA Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Application Form may be used by the Issuer, the members of the Syndicate, the Registered Broker and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.

(b) **Joint Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Applicant would be required in the Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Applicant whose name appears in the Application Form or the Revision Form and all communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(c) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

*“Any person*

- whomakes or abets making of an application in a fictitious name to a Company foracquiring, or subscribing for, its securities; or*
- makes or abets making of multiple applications to a Company in different names or indifferent combinations of his name or surname for acquiring or subscribing for itssecurities;*
- orotherwise induces directly or indirectly a Company to allot, or register any transfer ofsecurities to him, or to any other person in a fictitious name,*

*Shall be liable for action under section 447 of the said Act.”*

(d) **Nomination Facility to Applicant:** Nomination facility is available in accordance with the provisions of Section 109A of the Companies Act. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

#### **4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE /FIRST APPLICANT**

(a) PAN (of the sole/ first Applicant) provided in the Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Applications on behalf of the Central or State Government, Applications by officials appointed by the courts and Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted Applicants, are required to disclose their PAN in the Application Form, irrespective of the Application Amount. An Application Form without PAN, except in case of Exempted Applicants, is liable to be rejected. Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Applications by Applicants whose demat accounts have been “suspended for credit” are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and demographic details are not provided by depositories.

#### **4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Application Form. The DP ID and Client ID provided in the Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Application Form is liable to be rejected.

(b) Applicants should ensure that the beneficiary account provided in the Application Form is active.

(c) Applicants should note that on the basis of DP ID and Client ID as provided in the Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for sending allocation advice and for other correspondence(s) related to an Issue.

(d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

#### **4.1.4 FIELD NUMBER 4: APPLICATION DETAILS**

(a) The Issuer may mention Price in the draft Prospectus. However a prospectus registered with ROC contains one price.

(b) Minimum and Maximum Application Size

##### **i. For Retail Individual Applicants**

The Application must be for a minimum of [●] Equity Shares. As the Application Price payable by the Retail Individual Applicants cannot exceed Rs. 2,00,000, they can make Application for only minimum Application size i.e. for [●] Equity Shares.

##### **ii. For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds Rs. 2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application. In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non- Institutional

Portion. Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Prospectus.

(c) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or to Application Collecting Intermediary and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(d) Applicants are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple applications:

- i. All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds and FPI sub-accounts, Applications bearing the same PAN may be treated as multiple applications by an Applicant and may be rejected.
- ii. For applications from Mutual Funds and FPI sub-accounts, submitted under the same PAN, as well as Applications on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(e) The following applications may not be treated as multiple Applications:

- i. Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Net Issue portion in public category.
- ii. Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Application has been made.
- iii. Applications by Mutual Funds, and sub-accounts of FPIs (or FPIs and its sub-accounts) submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

#### **4.1.5 FIELD NUMBER 5: CATEGORY OF APPLICANTS**

- i. The categories of applicants identified as per the SEBI ICDR Regulations, 2009 for the purpose of Application, allocation and allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- ii. An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations, 2009. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- iii. The SEBI ICDR Regulations, 2009 specify the allocation or allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. For details pertaining to allocation and Issue specific details in relation to allocation, applicant may refer to the Prospectus.

#### **4.1.6 FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Issue is in compliance with the investment restrictions under applicable law.



(b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

(c) Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Application Form and Non-Resident Application Form.

(d) Applicants should ensure that their investor status is updated in the Depository records.

#### **4.1.7 FIELD 7: PAYMENT DETAILS**

(a) Please note that, providing bank account details in the space provided in the Application Form is mandatory and Applications that do not contain such details are liable to be rejected.

##### **4.1.7.1 Payment instructions for Applicants**

(a) Applicants may submit the Application Form in physical mode to the Application Collecting Intermediaries.

(b) Applicants should specify the Bank Account number in the Application Form.

(c) Applicants should ensure that the Application Form is also signed by the ASBA Account holder(s) if the Applicant is not the ASBA Account holder;

(d) Applicants shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one Bank Account, a maximum of five Application Forms can be submitted.

(f) Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(g) Upon receipt of the Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form.

(h) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Application Amount mentioned in the Application Form and may upload the details on the Stock Exchange Platform.

(i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Applications on the Stock Exchange platform and such Applications are liable to be rejected.

(j) Upon submission of a completed Application Form each ASBA Applicant may be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount specified in the Application Form in the ASBA Account maintained with the SCSBs.

(k) The Application Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and subsequent transfer of the Application Amount against the Allotted Equity Shares, if any, to the Public Issue Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Application, as the case may be.

(l) SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB; else their Applications are liable to be rejected.

#### **4.1.8 Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Application, (ii) the amount to be transferred from the relevant bank account to the Public Issue Account, for each Application, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, and (iv) details of rejected/ partial/ non-allotment ASBA Applications, if any, along with reasons for rejection and details of withdrawn or unsuccessful Applications, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs may transfer the requisite amount against each successful ASBA Application to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Application Form and for unsuccessful Applications, the Registrar to the Issue may give instructions to the SCSB to unblock the Application Amount in the relevant ASBA Account within 12 Working Days of the Issue Closing Date.

##### **4.1.8.1 Discount (if applicable)**

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Issue, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Issue may make payment for an amount i.e. the Application Amount less Discount (if applicable).

##### **4.1.8.2 Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to block funds in their Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of applications by NRIs applying on a repatriation basis, payment shall not be accepted out of NRO Account.

#### **4.1.9 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Applicant is required to sign the Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the ASBA Applicant., then the Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Applications, signature has to be correctly affixed in the authorization/undertaking box in the Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the application amount mentioned in the Application Form.

(d) Applicants must note that Application Form without signature of Applicant and /or ASBA Account holder is liable to be rejected.

#### **4.1.10 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should ensure that they receive the acknowledgment duly signed and stamped by Application Collecting Intermediaries, as applicable, for submission of the Application Form.

(a) All communications in connection with Applications made in the Issue should be addressed as under:

- i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Applicants should contact the Registrar to the Issue.
- ii. In case of ASBA applications submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
- iii. Applicant may contact the Company Secretary and Compliance Officer or LM(s) in case of any other complaints in relation to the Issue.

(b) The following details (as applicable) should be quoted while making any queries -

- i. full name of the sole or First Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.
- ii. In case of Non-ASBA applications cheque or draft number and the name of the issuing bank thereof
- iii. In case of ASBA applications, ASBA Account number in which the amount equivalent to the application amount was blocked.

For further details, Applicant may refer to the Prospectus and the Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

(a) During the Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their application amount upwards) who has registered his or her interest in the Equity Shares for a particular number of shares is free to revise number of shares applied using revision forms available separately.

(b) RII may revise their applications till closure of the Issue period or withdraw their applications until finalization of allotment.

(c) Revisions can be made only in the desired number of Equity Shares by using the Revision Form.

(d) The Applicant can make this revision any number of times during the Issue Period. However, for any revision(s) in the Application, the Applicants will have to use the services of the SCSB through which such Applicant had placed the original Application.



A sample Revision form is reproduced below:

<b>COMMON BID REVISION FORM</b>		<b>XYZ LIMITED - INITIAL PUBLIC ISSUE - R</b>		<b>FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS</b>	
Address : _____		Contact Details: _____		CIN No. _____	
TO: THE BOARD OF DIRECTORS XYZ LIMITED		BOOK BUILT ISSUE ISIN : _____		Bid cum Application Form No. _____	
SYNDICATE MEMBER'S STAMP & CODE		BROKER/SCSB/DP/RTA STAMP & CODE		1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER	
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE		ESCROW BANK/SCSB BRANCH STAMP & CODE		Mr. / Ms. _____ Address _____ Tel. No. (with STD code) / Mobile _____ Email _____	
BANK BRANCH SERIAL NO.		SCSB SERIAL NO.		2. PAN OF SOLE / FIRST BIDDER	
				3. BIDDER'S DEPOSITORY ACCOUNT DETAILS	
				For NSDL, enter 8 digit DP ID followed by 8 digit Client ID / For CDSL, enter 16 digit Client ID	
<b>PLEASE CHANGE MY BID</b>					
<b>4 FROM (AS PER LAST BID OR REVISION)</b>					
Bid Options:		No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised) (In Figures)		Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)	
		8 7 6 5 4 3 2 1		Bid Price Retail Discount Net Price "Cut-off" (Please tick)	
Option 1		1 1 1 1 1 1 1 1		1 1 1 1 1 1 1 1	
(OR) Option 2		1 1 1 1 1 1 1 1		1 1 1 1 1 1 1 1	
(OR) Option 3		1 1 1 1 1 1 1 1		1 1 1 1 1 1 1 1	
<b>5. TO (Revised Bid) (Only Retail Individual Bidders can Bid as "Cut-off")</b>					
Bid Options:		No. of Equity Shares Bid (Bid must be in multiples of Bid Lot as advertised) (In Figures)		Price per Equity Share (₹) "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)	
		8 7 6 5 4 3 2 1		Bid Price Retail Discount Net Price "Cut-off" (Please tick)	
Option 1		1 1 1 1 1 1 1 1		1 1 1 1 1 1 1 1	
(OR) Option 2		1 1 1 1 1 1 1 1		1 1 1 1 1 1 1 1	
(OR) Option 3		1 1 1 1 1 1 1 1		1 1 1 1 1 1 1 1	
<b>6. PAYMENT DETAILS</b>					
Additional Amount Paid (₹ in figures)		PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>			
(₹ in words)					
ASBA Bank A/c No.					
Bank Name & Branch					
I/we hereby confirm that I/we have read and understood the terms and conditions of this Bid Revision Form and the attached prospectus and the general information document for investors in public issues (GID) and hereby agree and confirm the Bidders Undertaking as given overleaf. I/we (on behalf of joint applicants, if any) hereby confirm that I/we have read the instructions for filling up the Bid Revision Form given overleaf.					
7A. SIGNATURE OF SOLE / FIRST BIDDER		7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (As per Bank Records)		BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)	
Date : _____		I/we authorize the SCSB to do all acts as are necessary to make the Application in the line			
		1) _____ 2) _____ 3) _____			
<b>TEAR HERE</b>					
LOGO		XYZ LIMITED BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Acknowledgement Slip for Broker/SCSB/DP/RTA	
DPID / CLID		PAN of Sole / First Bidder		Bid cum Application Form No.	
Additional Amount Paid (₹)		Bank & Branch		Stamp & Signature of SCSB Branch	
ASBA Bank A/c No.		Received from Mr./Ms.			
Telephone / Mobile		Email			
<b>TEAR HERE</b>					
XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R		Option 1 Option 2 Option 3		Stamp & Signature of Broker / SCSB / DP / RTA	
No. of Equity Shares		Bid Price		Name of Sole / First Bidder	
Additional Amount Paid (₹)		ASBA Bank A/c No.		Acknowledgement Slip for Bidder	
Bank & Branch				Bid cum Application Form No.	

Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### 4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST APPLICANT, PAN OF SOLE/FIRST APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE APPLICANT

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### 4.2.2 FIELD 4 & 5: APPLICATION REVISION "FROM" AND "TO"

(a) Apart from mentioning the revised number of shares in the Revision Form, the Applicant must also mention the details of shares applied for given in his or her Application Form or earlier Revision Form.

(b) In case of revision of applications by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the application amount should exceed Rs. 2,00,000/- due to revision and the application may be considered, subject to eligibility, for allocation under the Non-Institutional Category

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

Applicant may Issue instructions to block the revised amount in the ASBA Account, to Designated Branch through whom such Applicant had placed the original application to enable the relevant SCSB to block the additional application amount, if any.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

### **4.3 SUBMISSION OF REVISION FORM/ APPLICATION FORM**

**4.3.1 Applicants may submit completed application form / Revision Form in the following manner:-**

<b>Mode of Application</b>	<b>Submission of application Form</b>
All Investors Application	To the Application Collecting Intermediaries

## **SECTION 5: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

### **5.1 APPLICANTS MAY NOTE THAT THERE IS NO BID CUM APPLICATION FORM IN A FIXED PRICE ISSUE**

As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the ROC, the Application so submitted is considered as the application form. Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through Application Collecting Intermediaries and apply only through ASBA facility.

ASBA Applicants may submit an Application Form either in physical/electronic form to the Application Collecting Intermediaries authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Issue Opening Date.

In a fixed price Issue, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

### **5.2 GROUNDS OF REJECTIONS**

- Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:
- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;

- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Prospectus;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Prospectus and as per the instructions in the Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;
- Applications by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Applications not duly signed by the sole/ first Applicant;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of Rs. 2,00,000, received after 3.00 pm on the Issue Closing Date, unless the extended time is permitted by NSE.
- Details of ASBA Account not provided in the Application form

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section the GID.

**APPLICANTS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE APPLICATION COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE APPLICATION FORM IS LIABLE TO BE REJECTED.**

## **SECTION 6: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

This being Fixed Price Issue, this section is not applicable for this Issue.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

### **7.1 BASIS OF ALLOTMENT**

Allotment will be made in consultation with NSE EMERGE (The Designated Stock Exchange). In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the number in excess of the multiple of [●] would be rounded off to the higher multiple of [●] if that number is [●] or higher. If that number is lower than [●], it would be rounded off to the lower multiple of [●]. All Applicant in such categories would be Allotted Equity Shares arrived at after such rounding off.
5. If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category

comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the lower nearest multiple of [●] equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Draft Prospectus.

6. The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

(a) A minimum of 50% of the net offer of shares to the Public shall initially be made available for allotment to retail individual investors as the case may be.

(b) The balance net offer of shares to the public shall be made available for allotment to a) individual applicants other than retails individual investors and b) other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.

(c) The unsubscribed portion of the net offer to any one of the categories specified in (a) or (b) shall/may be made available for allocation to applicants in the other category, if so required.

(d) As per Regulation 43 (4) of SEBI (ICDR) Regulations, 2009 as amended, if the retail individual investor category is entitled to more than fifty per cent on proportionate basis, the retail individual investors shall be allocated that higher percentage.

'Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2009.

## **7.2 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES**

(a) **Designated Date:** On the Designated Date, the SCSBs shall transfer the funds represented by allocation of Equity Shares into the Public Issue Account with the Bankers to the Issue.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) initiate corporate action for credit of shares to the successful Applicants Depository Account will be completed within 4 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Escrow Account to the Public Issue Account on the Designated Date.

## **SECTION 8: INTEREST AND REFUNDS**

### **8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING**

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within 6 Working Days of the Issue Closing Date. The Registrar to the Issue may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within 6 Working Days of the Issue Closing Date.

### **8.2 GROUNDS FOR REFUND**

#### **8.2.1 NON RECEIPT OF LISTING PERMISSION**

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised. If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Prospectus. If such money is not repaid within eight days after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of eight days, be liable to repay the money, with interest at such rate, as prescribed under Section 73 of the Companies Act, and as disclosed in the Prospectus.

#### **8.2.2 MINIMUM SUBSCRIPTION**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvement of Underwriters within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after the Issuer becomes liable to pay the amount, the Issuer shall pay interest prescribed under section 40 of the Companies Act, 2013.

#### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 50 failing which the entire application monies may be refunded forthwith.

### **8.3 MODE OF REFUND**

Within 6 Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

#### **8.3.1 Mode of making refunds for ASBA Applicants**

In case of ASBA Applicants, the Registrar to the Issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.



#### **8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND**

The Issuer may pay interest at the rate of 15% per annum /or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 4 Working days of the Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Issue Closing Date, if Allotment is not made.

#### **SECTION 9: GLOSSARY AND ABBREVIATIONS**

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

<b>Term</b>	<b>Description</b>
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allottee	An Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Application	An indication to make an offer during the Issue Period by a prospective pursuant to submission of Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price including all revisions and modifications thereto.
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Collecting Intermediaries	(vi) an SCSB, with whom the bank account to be blocked, is maintained (vii) a syndicate member (or sub-syndicate member) (viii) a stock broker registered with a recognised stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ("broker") (ix) a depository participant ("DP") (whose name is mentioned on the website of the stock exchange as eligible for this activity) (x) a registrar to an issue and share transfer agent ("RTA") (whose name is mentioned on the website of the stock exchange as eligible for this activity)
Application Supported by Blocked Amount/ (ASBA)/ ASBA	An application, whether physical or electronic, used by Applicants to make an application authorising an SCSB to block the Application Amount in the specified bank account maintained with such SCSB
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Application Amount of the ASBA Applicant
ASBA Application	An Application made by an ASBA Applicant
Application Amount	The value indicated in Application Form and payable by the Applicant upon submission of the Application, less discounts (if applicable).
Banker(s) to the Issue/	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Public Issue Account(s) may be opened, and as disclosed in the Prospectus and Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Issue Closing Date	The date after which the SCSBs may not accept any Application for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional

Term	Description
	language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation Applicants may refer to the Prospectus for the Issue Closing Date
Issue Opening Date	The date on which the SCSBs may start accepting application for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Issue Opening Date
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants ( can submit their application inclusive of any revisions thereof. The Issuer may consider closing the Issue Period for QIBs one working day prior to the Issue Closing Date in accordance with the SEBI ICDR Regulations, 2009. Applicants may refer to the Prospectus for the Issue Period
Lead Manager(s)/Lead Manager/ LM	The Lead Manager to the Issue as disclosed in the Draft Prospectus/ Prospectus and the Application Form of the Issuer.
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Companies Act	The Companies Act, 1956 and The Companies Act, 2013 (to the extant notified)
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Application Forms used by the ASBA Applicants applying through the ASBA and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Issue
Designated Stock Exchange	The designated stock exchange as disclosed in the Draft Prospectus/Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2009.
Draft Prospectus	The draft prospectus filed with the Designated stock exchange in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2009 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoter and immediate relatives of the promoter. For further details /Applicant may refer to the Prospectus
Equity Shares	Equity shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
Applicant	The Applicant whose name appears first in the Application Form or Revision Form
FPI(s)	Foreign Portfolio Investor
Fixed Price Issue/ Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made



Term	Description
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issue	Public Issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Issue Price may be decided by the Issuer in consultation with the Lead Manager(s)
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Application Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Application Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less Market Maker Reservation Portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FPIs registered with SEBI which are foreign corporate or foreign individuals, that are not QIBs or RIBs and who have applied for Equity Shares for an amount of more than Rs. 2,00,000 (but not including NRIs other than Eligible NRIs)
Non Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the Prospectus and the Application Form
Non Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs registered with SEBI and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEM
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Prospectus	The prospectus to be filed with the RoC in accordance with Section 60 of the Companies Act 1956 read with section 26 of Companies Act 2013, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the ASBA Accounts on the Designated Date
QIB Category Qualified Institutional Buyers or QIBs	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis As defined under SEBI ICDR Regulations, 2009
RTGS	Real Time Gross Settlement
Refunds through electronic	Refunds through ASBA

Term	Description
transfer of funds	
Registrar to the Issue/RTI	The Registrar to the Issue as disclosed in the Draft Prospectus / Prospectus and Application Form
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors / RIIs	Investors who applies or for a value of not more than Rs. 2,00,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies for a value of not more than Rs. 2,00,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Applicant in an issue to modify the quantity of Equity Shares in an Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities an Exchange Board of India Act, 1992
SEBI ICDR Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http: //www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
SME IPO	Initial public offering as chapter XB of SEBI (ICDR) Regulation
SME Issuer	The Company making the Issue under chapter XB of SEBI (ICDR) Regulation
Stock Exchanges/SE	The stock exchanges as disclosed in the Draft Prospectus/ Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Specified Locations	Refer to definition of Broker Centers
Underwriters	Lead Manager (s)
Underwriting Agreement	Underwriting Agreement entered between Company and Underwriters
Working Day	Working days shall be all trading days of stock exchanges excluding Sundays and bank holidays

## **SECTION VIII**

### **MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION**

#### **Interpretation**

**I. (1) In these regulations—**

“The Act” means the Companies Act, 2013.

“The seal” means the common seal of the company.

The Company” or “this Company” means Buddha Global Limited.

“Annual General Meeting” means a general meeting of the Members held in accordance with the provisions of Section 96 of the Act or any adjourned meeting thereof.

“Auditors” means and include those persons appointed as such for the time being by the Company or its Board,

“Board” or ‘Board of Directors’ or ‘the Board’ means the Board of Directors for the time being of the Company.

“Board Meeting” means meeting of the Directors or a committee thereof duly called and constituted, or as the case may be, the Directors assembled at the Meeting of the Board of Directors of the Company collectively.

“Capital” means the share capital for the time being raised or authorised to be raised, for the purpose of the Company.

“Debenture” includes debenture-stock.

“Dividend” includes interim dividend.

“Extraordinary General Meeting”, means an extraordinary general meeting of the Members duly called and constituted and any adjourned meeting thereof.

“Member” means the duly registered holder from time to time of the shares of the Company and includes the subscribers of the Memorandum of Association of the Company.

“Meeting” or “General Meeting” means a meeting of members.

“Month” means a calendar month.

“Office” means the registered office for the time being of the Company.

A resolution shall be an ordinary resolution when at a general meeting of which the notice required under the Act has been duly given, the votes cast (whether on a show of hands, or on a poll as the case may be) in favour of the resolution (including the casting vote, if any, of the chairman) by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, exceed the votes, if any, cast against the resolution by members so entitled and voting.

“Paid-up” includes credited as paid-up.

“Persons” includes corporations and firms as well as individuals.

“Postal Ballot” shall mean voting by post through ballot papers distributed amongst eligible voters and shall include voting by electronic mode.

“Register of Members” means the Register of Members to be kept pursuant to the Act.

“Registrar” means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

“Secretary” means any individual possessing the qualification prescribed for the time being by or under the Act or any rules made thereunder and appointed to perform the duties, which may be performed by Secretary under the Act, and any other ministerial or administrative duties.

“Share” means share in the share capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.

“Small Shareholder” means a shareholder holding shares of the nominal value of twenty thousand rupees or such other sum as may be prescribed.

A resolution shall be a special resolution when:-

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice convening the general meeting or other, intimation given to the members of the resolution.
- (b) the notice required under the Act has been duly given, and
- (c) the votes cast in favour of the resolution whether on a show of hands, or on a poll as the case may be by members, who being entitled so to do, vote in person, or where proxies are allowed, by proxy, are not less than three times the number of the votes, if any, cast against the resolution by members so entitled, and voting.

“Written” and “In Writing” include printing, lithography, computer modes and other modes of representing or reproducing words in a visible form.

“Year” means the calendar year and “Financial Year” shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the singular number include, where the context admits or requires the plural number and vice versa. Words importing the masculine gender also include the feminine gender,

(2) The marginal notes used in these Articles shall not affect the construction or meaning of the subject.

(3) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

### ***Share capital and variation of rights***

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such

persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

7. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

***Underwriting And Brokerage***

8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
- (iii) The rate or amount of the commission shall not exceed in the case of shares, five per cent of the price at which the shares are issued and in the case of debentures, shall not exceed two and a half per cent of the price at which the debentures are issued. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.

***Lien***

9. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### ***Calls on shares***

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. The Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not in respect thereof confer a right to dividend or to participate in profits.

### ***Transfer of shares***

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

- (ii) A common form of for instruments of transfer which may from time to time be altered by the Directors
- (iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- (iv) The Board shall not refuse the registration of transfer on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

23. a) No fee shall be charged for:

- i. Registration of transfer of the Company's shares, debentures and Detachable warrants;
  - ii. Sub-division and consolidation of share certificates, debenture certificates and detachable warrants and for sub-division of letters of allotment and split, consideration, renewal and pucca transfer receipts into denomination corresponding to the market units of trading;
  - iii sub-division of renounceable letters of right;
  - iv issue of new certificates in replacement of those which are old, decrepit or worn out or where the pages on the reverse for recording transfer have been fully utilized;
  - v registration of any power of attorney, probate, letters of administration or similar other documents.
- a) Fees as agreed upon with the Stock Exchanges will be charged for :
- i. issue of new certificate in replacement of those that are torn, defaced, lost or destroyed;
  - ii sub-division and consolidation of shares and debenture certificates and for sub-division of



letters of allotment and split, consolidation renewal and pucca transfer receipts into denominations other than those fixed for the market unit of trading.

### ***Transmission of shares***

24. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

25. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

27. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### ***Forfeiture of shares***

28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

29. The notice aforesaid shall—

- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
33. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share;
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
34. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### ***Alteration of capital***

35. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
36. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

37. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

***Capitalisation of profits***

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

#### ***Buy-back of shares***

41. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### ***General meetings***

42. All general meetings other than annual general meeting shall be called extraordinary general meeting.
43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### ***Proceedings at general meetings***

44. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
47. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### ***Adjournment of meeting***

48. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.  
  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  
  
(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### ***Voting rights***

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
  - (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
51. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.  
  
For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
52. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
53. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

55. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### ***Proxy***

56. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

58. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### ***Board of Directors***

59. The Person named hereinafter are the Director of the Company at the time of doption of new set of Articles.

1. Mr. Deept Sarup Agarwal
2. Mrs. Jaya Agarwal
3. Mr. Anil Tekriwal
4. Mr. Tushar Jalan
5. Mr. Susheel Shrivastav
6. Mr. Om Prakash Agarwal
7. Mr. Aditya Ginodia

60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

61. The Board may pay all expenses incurred in getting up and registering the company.

62. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may thinks fit respecting the keeping of any such register.

63. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
64. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
65. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

***Proceedings of the Board***

66. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
68. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
69. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
70. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
71. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

72. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
73. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
74. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
75. In case of a One Person Company—
- (i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;
- (ii) such minutes book shall be signed and dated by the director;
- (iii) the resolution shall become effective from the date of signing such minutes by the director.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

76. Subject to the provisions of the Act,—
- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
77. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

***The Seal***

78. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.



***Dividends and Reserve***

79. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
80. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
81. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.  
  
(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
82. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.  
  
(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.  
  
(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
83. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
84. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.  
  
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
85. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
86. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
87. No dividend shall bear interest against the company.
88. The Company shall not forfeit any unpaid or unclaimed dividend and such dividends shall be dealt with according to the provisions of the Companies Act, 2013..

### *Accounts*

89. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### *Dematerialisation Of Securities*

90. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Articles.

For the purpose of this Article:

“Beneficial Owner” means a person or persons whose name is recorded as such with a depository,

“SEBI” means the Securities & Exchange Board of India; established under Section 3 of the Securities & Exchange Board of India Act, 1992 and

“Depository” means a company formed and registered under the Companies Act, and which has been granted a certificate of registration to act as depository under Securities & Exchange Board of India Act, 1992; and wherein the securities of the Company are dealt with in accordance with the provisions of the Depositories Act, 1996.

2. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996.

3. Every holder of or subscriber to securities of the Company shall have the option to receive certificates for such securities or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any securities in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates for the Securities.

If a person opts to hold his Securities with the depository, the Company shall intimate such depository the details of allotment of the Securities, and on receipt of the information, the depository shall enter in its record the name of the allottee as the beneficial owner of the Securities.

4. All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in Sections 89 of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

5.(a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities of the Company on behalf of the beneficial owner.

(b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.

(c) Every person holding securities of the Company and whose name is entered as the beneficial owner of securities in the record of the depository shall be entitled to all the rights and benefits and be subject to all

the liabilities in respect of the securities which are held by a depository and shall be deemed to be a Member of the Company.

6. Notwithstanding anything contained in the Act or these Articles to the contrary, where securities of the Company are held in a depository, the records of the beneficiary ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.

7. Nothing contained in Section 108 of the Act or these Articles, shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

8. Notwithstanding anything contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

9. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository.

10. The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.

#### ***Audit***

91. Auditors shall be appointed and their rights and duties regulated in accordance with Sections 139 to 147 of the Act.

The First Auditor or Auditors of the Company shall be appointed by the Board within 30 days of the date of registration of the Company and the Auditor or Auditors so appointed shall hold office until the conclusion of the Sixth Annual General Meeting provided that the Company may, at a General Meeting, remove any such Auditor or all of such Auditors and appoint in his or their place by Special Resolution.

#### ***Copies Of Memorandum And Articles To Be Sent To Members***

92. Copies of the Memorandum and Articles of Association of the Company and other documents referred to in Section 17 of the Act shall be sent by the Board to every Member at his request within 7 days of the request on payment of prescribed fees for each copy.

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#### ***Documents And Notices***

(1) A document or notice may be served on a Company or any officer thereof by sending it to the Company or the Officer at the registered office of the Company sending it by registered post or by speed post or by courier service, or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

(2) A Document may be Served upon the Registrar or any member by sending it to his office or address by post or registered post or speed post or courier service or by delivering at his office or address or by means of such electronic or other mode as may be prescribed. Provided that a member may request for delivery of any documents through a particular mode Now the Documents will have to be sent to a member to his address, in India or abroad.

(3) Documents or notices of every General Meeting shall be served or given in the same manner hereinbefore on or to (a) All the members, legal Representative of any deceased member or assignee of the insolvent member (b) Auditors and (c) the Directors of the Company, in writing or through Electronic mode.

(4) Any document or notice to be served or given by the Company may be signed by the Directors, Key Managerial Personnel or an Officer of the Company duly Authorised by the Board of Directors in this behalf and the signatures thereto may be written, printed or lithographed.

### ***Borrowing Powers***

94. The Board may, from time to time, at its discretion subject to the provisions of Section 179 of the Act, raise or borrow, and secure the payment of any sum or sums of money for the purpose of the Company; provided that the Board shall not without the sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose.
95. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture-stock, or any mortgage, or other security on the undertaking of the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being.

### ***Winding up***

96. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
  - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
  - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### ***Secrecy***

97. Subject to the provisions of these Articles and the Act no member, or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

### ***Indemnity***

98. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

## SECTION IX: OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and agreements referred to (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Company or contracts entered into more than two years before the date of filing of this Draft Prospectus), These contracts, copies of which will be attached to the copy of the Prospectus, to be delivered to the Registrar of Companies, Delhi for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company at S-402, Ground Floor Greater Kailash - 1 New Delhi South Delhi DL 110048 from 11.00 a.m. to 4.00 p.m. on working days from the date of the Draft Prospectus until the Issue Closing Date.

### MATERIAL CONTRACTS

- 1) Memorandum of Understanding dated 13<sup>th</sup> November, 2017 between our Company and the Lead Manager to the Issue.
- 2) Memorandum of Understanding dated 13<sup>th</sup> November, 2017 entered into with MAS Services Limited to appointing them as the Registrar to the Issue.
- 3) Copy of tripartite agreement dated [●] between NSDL, our Company and MAS Services Limited.
- 4) Copy of tripartite agreement dated [●] between CDSL, our Company and MAS Services Limited.
- 5) Bankers to the Issue Agreement dated [●] between our Company, Lead Manager, Banker to the Issue and the Registrar to the issue.
- 6) Market Making Agreement dated [●] between our Company, Lead Manager and Market Maker.
- 7) Underwriting Agreement dated 13<sup>th</sup> November, 2017 between our Company and Underwriters.

### DOCUMENTS FOR INSPECTION

- 8) Memorandum and Articles of Association of our Company as amended from time to time.
- 9) Copy of the resolution passed at the meeting of the Board of Directors held on 2<sup>nd</sup> November, 2017 approving the issue.
- 10) Copy of the resolution passed by the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting held on 4<sup>th</sup> November, 2017.
- 11) Copy of Board resolution dated 29<sup>th</sup> December, 2014 appointing Mr. Deept Sarup Agarwal as the Managing Director for a period of Five (5) years w.e.f. 29<sup>th</sup> December, 2014 and approving their remuneration and terms.
- 12) Consents of the Directors, Company Secretary/Compliance Officer, Chief Financial Officer, Statutory / Peer Review Auditors, Lead Manager to the Issue, Underwriters, Market Makers, Bankers to the Issue, Legal Advisors to the Issue, and Registrars to the Issue, to include their names in the Draft Prospectus to act their respective capacities.
- 13) Audit report and restated financial information issued by Peer Review Auditors i.e. M/s. Ramanand & Associates, Chartered Accountants, dated 13<sup>th</sup> November, 2017 included in the Draft Prospectus.

- 14) Letter dated 8<sup>th</sup> November, 2017 from the statutory Auditors of our Company, M/s V. Malani & Associates, Chartered Accountants, detailing the tax benefits.
- 15) Copy of certificate from the statutory Auditors of our Company, M/s V. Malani & Associates, Chartered Accountants, dated 8<sup>th</sup> November, 2017, regarding the sources and deployment of funds as on 31<sup>st</sup> October, 2017.
- 16) Board Resolution dated 25<sup>th</sup> November, 2017 for approval of Draft Prospectus.
- 17) Due Diligence Certificate dated 25<sup>th</sup> November, 2017 to be submitted to SEBI from Lead Manager viz. Navigant Corporate Advisors Limited along with the filing of the Prospectus.
- 18) Copy of approval from NSE vide letter dated [•] to use the name of NSE in this offer document for listing of Equity Shares NSE EMERGE.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time, if so required, in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

### DECLARATION

We, the under signed, hereby certify and declare that, all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India or the regulations / guidelines issued by SEBI, as the case may be, have been complied with and no statement made in the Draft Prospectus is contrary to the provisions of the Companies Act, the Securities and Exchange Board of India Act, 1992 or rules made there under or regulations / guidelines issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Prospectus are true and correct.

#### Signed by all the Directors of Our Company

Name and Designation	Signature
<b>Mr. Deept Sarup Agarwal</b> Managing Director DIN: 00085523 10 / 2 Sarva Priya Vihar New Delhi 110016	Sd/-
<b>Mr. Anil Tekriwal</b> Executive and Non Independent Director DIN: 01158193 9, Ghulam Ali Pura Chhawani Bazar Bahraich 271801	Sd/-
<b>Mr. Tushar Jalan</b> Executive and Non Independent Director DIN: 06567954 Mirjapur Khorabar Gorakhpur 215189	Sd/-
<b>Mrs. Jaya Agarwal</b> Non Executive and Non Independent Director DIN: 00321524 10/2 Sarva Priya Vihar New Delhi 110016	Sd/-
<b>Mr. Susheel Shrivastav</b> Non Executive and Independent Director DIN: 07574176 56/150, Ratanpur Colony, Panki Kanpur 208020	Sd/-
<b>Mr. Om Prakash Agarwal</b> Non Executive and Independent Director DIN: 07612725 D 28, Sector-H Aliganj Lucknow 226024	Sd/-
<b>Mr. Aditya Ginodia</b> Non Executive and Independent Director DIN: 07858200 C 19/27 -14, Gulab Bagh, Fatman Road, Chetganj Varanasi 221001	Sd/-

Signed by Chief Financial Officer and Company Secretary and Compliance officer of the Company.

Sd/-  
\_\_\_\_\_  
**Mr. Rohit Jain**  
Chief Financial Officer

Sd/-  
\_\_\_\_\_  
**Ms. Simpall Kumari**  
Company Secretary and Compliance Officer

**Place: New Delhi**  
**Date: 25.11.2017**

Mr. Deept Sarup Agarwal has been authorized by Mr. Tushar Jalan to sign on behalf of him through power Of attorney dated 15<sup>th</sup> November, 2017.



## TABLE:1

**TABLE:1**

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Prabhat Telecoms (India) Limited	11.22	51.00	03-08-2016	61.20	+43.14% (+3.01%)	+47.06% (+0.65%)	+54.90% (+0.55%)
2	KMS Medisurgi Limited	2.70	30.00	24-04-2017	30.00	+0% (+2.18%)	+2.17% (+8.00%)	+0.33% (+9.22%)
3	Pure Giftcarat Limited	7.45	13.00	08-05-2017	10.80	+0.77% (+4.49%)	+0% (+8.02%)	N.A.
4	Jalan Transolutions (India) Limited	17.71	46.00	31-05-2017	41.50	-21.74% (-0.72%)	-27.07% (+0.78%)	N.A.
5	G G Engineering Limited	2.23	20.00	17-07-2017	21.00	+9.50% (-0.87%)	+119.75% (+1.12%)	N.A.
6	Keerti Knowledge & Skills Limited	4.05	52.00	07-08-2017	51.05	-9.02% (-1.90%)	N.A.	N.A.
7	Ashok Masala Mart Limited	2.01	10.00	22-08-2017	12.00	-19.40% (+3.45%)	N.A.	N.A.
8	Manav Infra Projects Limited	5.51	30.00	18-09-2017	32.00	-32.50% (+0.50%)	N.A.	N.A.

*Note: The 30th, 90th, and 180th calendar days has been taken as listing date plus 29, 89, 179 calendar days respectively. Where the 30<sup>th</sup> day / 90<sup>th</sup> day / 180<sup>th</sup> day falls on BSE Trading holiday or falls on day when there is no trade in equity share of the respective company, preceding trading day has been considered. BSE SENSEX has been considered as the benchmark index. We have taken the Issue Price to calculate the % of change in closing price as on 30th, 90th, and 180th calendar day.*

**TABLE 2: SUMMARY STATEMENT OF DISCLOSURE OF PAST ISSUED HANDELED BY NAVIGANT CORPORATE ADVISORS LIMITED**

[illegible]